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## COMPANIES FORM No. 395

### Particulars of a mortgage or charge

A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies  
(Address overleaf - Note 6)

For official use

Company number



05528733

Name of company

\* 2012 DREAM LIMITED

Date of creation of the charge

17 MARCH 2006

Description of the instrument (if any) creating or evidencing the charge (note 2)

FIXED CHARGE ON CASH made between the Company and David Frank Stenton dated 17 March 2006

Amount secured by the mortgage or charge

- (a) the Company's liability and obligations to David Frank Stenton to pay to him a sum equal to the "Contingent Consideration" defined in and payable under the terms of a sale agreement dated 6 January 2006 (made between the Company and David Frank Stenton) any monies, indebtedness or other liability owing by the Company to David Frank Stenton from time to time under or in connection with the Fixed charge; and
- (b) interest, costs, charges and expenses owed to, or incurred directly or indirectly by, David Frank Stenton in relation to any of the amounts referred to in (a) above including (without limitation) costs and expenses incurred in respect of action taken by him with respect to a third party or which by the provisions of the Fixed Charge are to be secured by the same or in relation to the enforcement of the security arising under the Fixed Charge on a full and unlimited indemnity basis;

Names and addresses of the mortgagees or persons entitled to the charge

DAVID FRANK STENTON care of CHARLES RUSSELL LLP of Buryfields House Buryfields Guildford Surrey

Postcode GU2 4AZ

Presentor's name address and reference (if any):

Charles Russell LLP

Buryfields House, Bury Fields,  
Guildford, Surrey, GU2 4AZ

For official Use (06/2005)

Mortgage Section

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

1. The Company's legal and beneficial interest and rights it may have under an Escrow Agreement made between the Company and David Frank Stenton dated 17 March 2006; and
2. Any legal and beneficial entitlement in and rights the Company may from time to time have in respect of (i) the Contingent Consideration defined by a sale agreement dated 6 January 2006 and made between the Company and David Frank Stenton (during such period as the same is held by Charles Russell LLP pending the opening of an Escrow Account (as defined in the Escrow Agreement referred to above) for the same) and (ii) all monies from time to time standing to the credit of the said Escrow Account

+ 95

Particulars as to commission allowance or discount (note 3)

N/A

Signed

*Charles Russell LLP*

Date 21 March 2006

On behalf of ~~[company]~~ [mortgagee/chargee] †

Please do not write in this margin

*Please complete legibly, preferably in black type, or bold block lettering*

*A fee is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)*

† delete as appropriate

Notes

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the Registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage", or "Legal charge", etc, as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
  - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
  - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- 5 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 05528733

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FIXED CHARGE ON CASH DATED THE 17th MARCH 2006 AND CREATED BY 2012 DREAM LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO DAVID FRANK STENTON UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 22nd MARCH 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27th MARCH 2006.



*Companies House*

— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 05528733

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ESCROW AGREEMENT DATED THE 17th MARCH 2006 AND CREATED BY 2012 DREAM LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO DAVID FRANK STENTON UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 22nd MARCH 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27th MARCH 2006.



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