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COMPANIES FORM No. 395

200906/13

## Particulars of a mortgage or charge

# 395

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  
Use IPA, Company number

05833668

Name of company

\* Consolidated Equity Funding (No 2) Limited (the "Company")

Date of creation of the charge

17 April 2007

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

DEBENTURE

Amount secured by the mortgage or charge

All monies and liabilities now or at any time in the future due, occurring or incurred by the Company to Investec Bank (UK) Limited (the "Bank") on any account, whether actual or contingent and whether as principal or surety, together with all interest, charges, costs and expenses, (the "Secured Liabilities")

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

INVESTEC BANK (UK) LIMITED  
2 Gresham Street,  
London

Postcode EC2V 7QP

Presenter's name address and reference (if any)

Eversheds LLP  
1 Callaghan Square  
Cardiff  
CF10 5BT

2/PDV/BHE/560

Time critical reference

For official Use (06/2005)

Mortgage Section

Post room

FRIDAY



A50

\*ATAVIP2H\*

27/04/2007

458

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

- 1 The Company with full title guarantee and as a continuing security for the Secured Liabilities charges
- 1 1 By way of legal mortgage any freehold or leasehold or other immovable property now vested in the Company together with all buildings, trade and other fixtures, fixed plant and machinery of the Company from time to time on any such property and the proceeds of sale of any such property,
- 1 2 By way of fixed charge
- 1 2 1 all other freehold or leasehold and other immovable property at any time in the future belonging or charged to the Company together with all buildings, trade and other fixtures, fixed plant and machinery of the Company from time to time on any such property and the proceeds of sale of any such property,
- (Please see continuatuib sheet 1 attached)

Please do not write in this margin

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

01

Particulars as to commission allowance or discount (note 3)

N/A

Signed

Date 23 April 2007

On behalf of ~~XXXXXXXXXX~~ (mortgagee/~~XXXXXXXXXX~~) †

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**

Addendum 1/4

1 Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Addendum 2/4

2 Amount due or owing on the mortgage or charge (continued)

Addendum 3/4

3 Names, addresses and description of the mortgages or persons entitled to the charge (continued)

Addendum 4/4

4 Short particulars of all the property mortgaged or charged (continued)

- 1 2 2 all plant and machinery, computers, office and other equipment now or in the future belonging to the Company and the benefit of any warranties or maintenance contracts for any of the same,
- 1 2 3 all book debts and other debts now or in the future due or owing to the Company,
- 1 2 4 all stocks, shares, bonds and other securities now or in the future belonging to the Company together with all dividends and other rights deriving from such assets,
- 1 2 5 the goodwill of the Company and its uncalled capital for the time being,
- 1 2 6 the benefit of any licences and all patents, patent applications, inventions, trade marks, service marks, designs, trade names, copyright, knowhow and other intellectual property rights and all fees, royalties and other rights of every kind deriving from such assets now or in the future belonging to the Company,
- 1 2 7 all of the Company's right and title to and interest under a term loan agreement dated 14 February 2007 as supplemented on 30 March 2007 (the "Agreement") made between (1) Stafford Terrace LLP (the "LLP") and (2) the Company,
- 1 3 By way of floating charge the whole of the Company's undertaking and all its property and assets whatsoever and wheresoever present and future other than the property and assets from time to time effectively charged to the Bank by way of legal mortgage or fixed charge by the Debenture
- NB The Company shall not without the prior written consent of the Bank create or permit to subsist any mortgage, charge, pledge, lien (other than in favour of the Bank) or other security interest on any of its assets other than the Debenture

Company number

05833668

Name of company

\*insert full name  
of Company

\* Consolidated Equity Funding (No 2) Limited (the "Company")

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 05833668

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 17th APRIL 2007 AND CREATED BY CONSOLIDATED EQUITY FUNDING (NO 2) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO INVESTEC BANK (UK) LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 27th APRIL 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 1st MAY 2007

*PDW*



*Companies House*

— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES