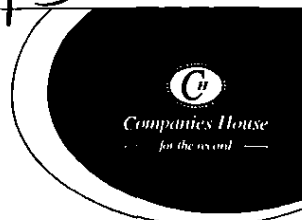


MG01

Particulars of a mortgage or charge



✓ 023883/13 Lisa

A fee is payable with this form

We will not accept this form unless you send the correct fee

Please see 'How to pay' on the last page

☒ What this form is for
You may use this form to register
particulars of a mortgage or charge
in England and Wales or Northern
Ireland

☐ What this form is NOT for
You cannot use this form
particulars of a charge for
company. To do this, please
use form MG01s

TUESDAY



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A24

05/10/2010

272

COMPANIES HOUSE

1 Company details

Company number 06738623

Company name in full BLACKBAY VENTURES LIMITED

For official use

→ Filing in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Date of creation of charge

Date of creation 01/10/2010

3 Description

Please give a description of the instrument (if any) creating or evidencing the
charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'

Description All Assets Debenture

4 Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured

The Company covenants to discharge on demand all the Company's
liabilities to RBS Invoice Finance Limited ("RBSIF") of any kind and in
any currency (whether present or future actual or contingent and
whether incurred alone or jointly with another) together with RBSIF's
charges and commission Interest (as defined in the Debenture) - such
liabilities being defined as "Client's Obligations" in the Debenture

Continuation page

Please use a continuation page if
you need to enter more details

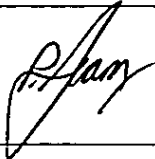
MG01

Particulars of a mortgage or charge

5	Mortgagee(s) or person(s) entitled to the charge (if any)	
	Please give the name and address of the mortgagee(s) or person(s) entitled to the charge	Continuation page Please use a continuation page if you need to enter more details
Name	RBS Invoice Finance Limited	
Address	Smith House, Elmwood Avenue, Feltham, Middlesex	
Postcode	T W 1 3 7 Q D	
Name		
Address		
Postcode		
6	Short particulars of all the property mortgaged or charged	
	Please give the short particulars of the property mortgaged or charged	Continuation page Please use a continuation page if you need to enter more details.
Short particulars	By way of fixed charge the following property of the Company owned now or in the future - (i) all interests in any heritable freehold or leasehold land (Land) vested in or charged to the Company, all fixtures and fittings attached to that Land and all rents receivable from any lease granted out of that Land, (ii) all plant and machinery, including any associated warranties and maintenance contracts, (iii) all the goodwill of the Company's business, (iv) any uncalled capital, (v) all stock, shares and other securities held by the Company at any time in any subsidiary and all income and rights relating to those stocks, shares and securities, (vi) all intellectual property, licences, claims, insurance policies, proceeds of any insurance and any other legal rights, (vii) the benefit of any hedging arrangements, futures transactions or treasury instruments, (viii) all debts which fail to vest in the Bank (RBSIF) under any debt purchase facility entered into between the Company and the Bank (RBSIF) (Debt Purchase Facility) and their Related Rights (as defined in the Debt Purchase Agreement) 2 By way of floating charge all the other property assets and rights of the Company owned now or in the future which are not subject to an effective fixed charge under the Debenture or any other security held by the Bank Note 1 The Debenture contains covenants by the Company that the Company will not without the Bank's consent - (a) permit or create any mortgage, standard security, charge or lien on the property, (b) dispose of the property of the Company, owned now or in the future, charged by way of fixed charge, (c) dispose of the property, other than in the ordinary course of business, charged by way of floating charge, (d) call on, or accept payment of, any uncalled capital, (e) grant, or accept a surrender of, any lease or licence of any of its Land or consent to a tenant assigning or sub letting, (f) dispose of, part with or share possession or occupation of any of its Land Note 2 The Debenture gives the Bank power to appoint an Administrator	

MG01

Particulars of a mortgage or charge

7	Particulars as to commission, allowance or discount (if any) Please insert the amount or rate percent of any commission, allowance or discount paid or made either directly or indirectly by the company to any person on consideration of his - subscribing or agreeing to subscribe, whether absolutely or conditionally, or - procuring or agreeing to procure subscriptions, whether absolute or conditional, for any debentures included in this return The rate of interest payable under the terms of the debentures should not be entered	
Commission allowance or discount	None	
8	Delivery of instrument You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860) If the property is situated and the charge was created outside the United Kingdom (UK), you must deliver the information to the Registrar within 21 days after the date on which the instrument could have been received in the UK in the normal course of post and assuming you had posted it promptly (section 866) We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 870) The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it Where a body corporate gives the verification, an officer of that body must sign it We will also accept a verified copy where section 867(2) applies (property situated in another part of UK)	
9 Signature	Signature Please sign the form here X  X This form must be signed by a person with an interest in the registration of the charge	

MG01

Particulars of a mortgage or charge



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form and will establish where we return the original documents. The contact information you give will be visible to searchers of the public record.

Contact name **Credit Operations Dept**

Company name **RBS Invoice Finance Ltd**

Address **Smith House, Elmwood Avenue**

Post town **Feltham**

County/Region **Middlesex**

Postcode **T W 1 3 7 Q D**

Country **England**

DX

Telephone **08706 000520**



Certificate

We will send your certificate to the presenter's address if given above or to the Company's Registered Office if you have left the presenter's information blank.



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register
- ☐ You have included the original deed with this form
- ☐ You have entered the date the charge was created
- ☐ You have supplied the description of the instrument
- ☐ You have given details of the amount secured by the mortgage or charge
- ☐ You have given details of the mortgagee(s) or person(s) entitled to the charge
- ☐ You have entered the short particulars of all the property mortgaged or charged
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record.



How to pay

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

Make cheques or postal orders payable to 'Companies House'.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

For companies registered in England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland

The Registrar of Companies, Companies House,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

Pursuant to section 869(5) & (6) of the Companies Act 2006

**COMPANY NO. 6738623
CHARGE NO. 3**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT AN ALL ASSETS DEBENTURE
DATED 1 OCTOBER 2010 AND CREATED BY BLACKBAY
VENTURES LIMITED FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY TO RBS INVOICE
FINANCE LIMITED ON ANY ACCOUNT WHATSOEVER UNDER
THE TERMS OF THE AFOREMENTIONED INSTRUMENT
CREATING OR EVIDENCING THE CHARGE WAS REGISTERED
PURSUANT TO CHAPTER 1 PART 25 OF THE COMPANIES ACT
2006 ON THE 5 OCTOBER 2010

GIVEN AT COMPANIES HOUSE, CARDIFF THE 7 OCTOBER 2010



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES