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in bold black
capitals

100099/13

LLP395

Particulars of a mortgage or charge in respect of a Limited Liability Partnership

A fee of £20 (£13 for forms delivered on or after 1 February
2005) is payable to Companies House in respect of each
register entry for a mortgage or charge.

For official use

LLP Number

OC312564

3

**Full Name of Limited
Liability Partnership**

Total Interconnect Systems LLP

**Date of creation
of the charge**

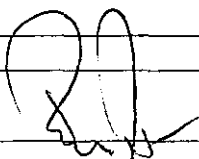
21st April 2005

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

Debenture

**Amount secured by the
mortgage or charge**

All monies, obligations and liabilities whether actual or contingent present
or future which now are or may at any time hereafter be due, owing or
incurred from or by the Company to Aston Rothbury on any account or in
any manner whatsoever (whether alone or jointly and in whatever name,
style or form and whether as principal or surety) together with interest
costs, charges and expenses.

Signed**Date**22nd April 2005

On behalf of [LLP][mortgagee/chargee] (delete as appropriate)

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information that
you give will be visible to searchers of
the public record.

R10 B4 MOUNTBATTEN BUSINESS PARK

JACKSON CLOSE PORTSMOUTH

PO6 1UR Tel

E-mail

A22
COMPANIES HOUSE0284
26/04/05

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff

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

Aston Rothbury Factors Limited, PO Box 3191, Romy House, Kings Road, Brentwood,
Essex, CM14 4FF

Short particulars of all the
property mortgaged
or charged

1. By way of fixed charge:
 - (i) all freehold and leasehold land and buildings of the Company both present and future and all trade fixtures and fittings and all plant and machinery from time to time in or on any such land or buildings;
 - (ii) all goodwill and unpaid and/or uncalled capital of the Company;
 - (iii) all stocks shares and securities and documents evidencing title to or the right to possession of any property at any time deposited with the Factor and the property mentioned in such documents;
 - (iv) all intellectual property now owned or at any time hereafter to be owned by the Company;
 - (v) any receivable (purchased or purported to be purchased by Aston Rothbury pursuant to an agreement for the factoring or discounting of receivables between Aston Rothbury and the Company), of which the ownership fails to vest absolutely and effectively in the Aston Rothbury for any reason, together with the proceeds of such Receivable;
 - (vi) all amounts of indebtedness (other than the receivables referred to in paragraph (v) hereof but including any amount owing or becoming due to the Company by Aston Rothbury) now or at any time hereafter owing or becoming due to the Company on any account whatsoever and their proceeds together;
 - (vii) All rights and remedies in relation to any of the receivables or indebtedness referred to in paragraphs (v) and (vi) hereof (including, without limitation, the benefit of all guarantees indemnities insurances and securities given to or held by the company and all cheques bills of exchange and other instruments held by or available to the Company) and the right to possession of all ledgers computer data records and documents on or by which any such Receivable or indebtedness is recorded or evidenced and the right to any Goods the subject of a supply contract returned giving rise to any such receivable or indebtedness and the proceeds of all such rights.
2. By way of floating charge all the Property other than such of the Property as shall for the time being be subject to the fixed charge referred to above.

Particulars as to
commission allowance
or discount (note 3)

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 LLP398 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 LLP 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 Form LLP395 continuation sheet.
- 5 A fee of £20 (£13 for forms delivered on or after 1 February 2005) 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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985 as applied to Limited Liability Partnerships pursuant to Paragraph 4 and Schedule 2 of the Limited Liability Partnerships Regulations 2000.

LLP No. OC312564

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 21st APRIL 2005 AND CREATED BY TOTAL INTERCONNECT SYSTEMS LIMITED LIABILITY PARTNERSHIP FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE LIMITED LIABILITY PARTNERSHIP TO ASTON ROTHBURY FACTORS LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 AS APPLIED TO LIMITED LIABILITY PARTNERSHIPS PURSUANT TO PARAGRAPH 4 AND SCHEDULE 2 OF THE LIMITED LIABILITY PARTNERSHIPS REGULATIONS 2000 ON THE 26th APRIL 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 3rd MAY 2005.

Page 82



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —