

# M

371424 / 13

# LLP395

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

CHFP025

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

Please complete  
in typescript, or  
in bold black  
capitals

LLP Number

OC337967

For official use

[12]

Full Name of Limited  
Liability Partnership

AUSTIN WALKER FRODSHAM STREET LIMITED LIABILITY PARTNERSHIP

Date of creation  
of the charge

30 January 2009

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

Debenture

Amount secured by the  
mortgage or charge

All monies and obligations and liabilities whether actual or contingent now or hereafter due, owing or incurred to the Bank by the Company in whatever currency denominated whether on any banking or other account or otherwise in any manner whatsoever (whether alone or jointly and whatever style, name or form and whether as principal or surety) including without limitation or liabilities in connection with foreign exchange transactions accepting, endorsing or discounting any notes or bills or under bonds, guarantees, indemnities documentary or other credits or any instruments whatsoever from time to time entered into by the Bank for or at the request of the Company and all amounts which may become payable or for which the Company may become liable under the Debenture and together with interest to date of payment therein provided commission, fees and other charges and all legal and other costs, charges and expenses incurred by the Bank or any receiver in relation to the Company or all or any part of the Property assets and rights for the time being comprised in or subject to the Charges contained in the Debenture on a full indemnity basis and also all losses and damages that may be sustained, suffered or incurred by the Bank arising out of or in connection with any act, matter or thing done or omitted to be done by the Company under the Debenture or any document, arrangement or agreement between the Company and the Bank or any disclaimer of any of its contracts, agreements or arrangements or any of its liabilities or obligations to the Bank and also interest on the foregoing to the date of payment.

Signed

Date 17 February 2009

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

Hill Dickinson LLP

~~No. 1 St. Paul's Square Liverpool L3 9SJ~~ DX 14129 LIVERPOOL

EE/BAN5376.8

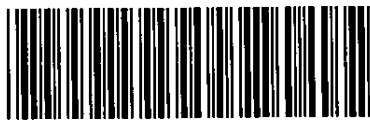
Tel 0151 600 8000

E-mail

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

WEDNESDAY



A30

\*AXBB27HJ\*

18/02/2009

64

COMPANIES HOUSE

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

THE GOVERNOR AND COMPANY OF THE BANK OF IRELAND 36 Queen Street  
London

Short particulars of all the  
property mortgaged  
or charged

First, all future freehold and leasehold property of the Company and all buildings, structures, fixtures (including trade fixtures) and fixed plant, machinery and equipment from time to time thereon;  
Secondly, all present and future goodwill and connection of all businesses carried on by or on behalf of the Company any patents, trade marks, copyrights, registered designs and similar assets or rights for the time being owed or held by the Company including all fees, royalties and other rights derived therefrom or incidental thereto and any uncalled capital for the time being of the Company;  
Thirdly, all book debts and other debts and all monies whatsoever for the time being due, owing or payable to the Company (including the benefit of any judgment or order to pay a sum of money) and the benefit of any mortgages, charges, pledges, liens, rights of set off or any security interest whatsoever, howsoever created or arising for the time being held by the Company in respect of any such debts or monies and all cash deposits in any account of the Company with any person and all bills of exchange, promissory notes and negotiable instruments of any description at any time owed or held by the Company;  
Fourthly, all shares and marketable securities and options to acquire such shares and marketable security for the time being owed by the Company and all rights in respect of or incidental thereto including all dividends, interest and other distributions and all accretions, benefits and advantages;  
Fifthly, all the right title and interest of the Company to and in any proceeds of any present or future insurances; and  
Sixthly, the undertaking and all other property assets and rights of the Company whatsoever and wheresoever both present and future.

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 £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**.

\* As applied to LLPs by Schedule 2 of the Limited Liability Partnerships Regulations 2001



## **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. OC337967

CHARGE NO. 2

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A DEBENTURE DATED THE 30  
JANUARY 2009 AND CREATED BY AUSTIN WALKER  
FRODSHAM STREET LIMITED LIABILITY PARTNERSHIP FOR  
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE  
LIMITED LIABILITY PARTNERSHIP TO THE GOVERNOR &  
COMPANY OF THE BANK OF IRELAND ON ANY ACCOUNT  
WHATSOEVER 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 AS APPLIED TO LIMITED LIABILITY  
PARTNERSHIPS PURSUANT TO PARAGRAPH 4 AND SCHEDULE  
2 OF THE LIMITED LIABILITY PARTNERSHIPS REGULATIONS  
2000 ON THE 18 FEBRUARY 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19 FEBRUARY  
2009



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES