

# MG01s

Particulars of a charge created by a company  
registered in Scotland



COMPANIES HOUSE LASERFORM  
**FEE PAID**  
EDINBURGH

**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 charge created by a  
Scottish company.

☐ **What this form is NOT for**  
You cannot use this form to  
particulars of a mortgage or  
created by a company in Eng  
and Wales or Northern Ireland  
this, please use form MG01.

FRIDAY



\*SZCQLP8B\*

SCT

19/11/2010

604

COMPANIES HOUSE

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## Company details

Company number 

S	C	2	2	6	3	0	0
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Company name in full 

Ashflame Kilmar	nock Limited
(the "Company")	

For official use

→ **Filling in this form**  
Please complete in typescript or in  
bold black capitals.

All fields are mandatory unless  
specified or indicated by \*

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## Date of creation of charge

Date of creation 

d	0	d	9	m	1	m	1	y	2	y	0	y	1	y	0
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## Description

Please give a description of the instrument (if any) creating or evidencing the  
charge e.g. 'Standard security', 'Floating charge' etc.

Description 

Debenture (the "Debenture")
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## Amount secured

Please give us details of the amount secured by the charge.

Amount secured 

All monies (in whatever currency), obligations and liabilities which are from time to time due, owing or incurred by the Company to Ashflame Properties Limited ("APL"), whether actually or contingently, solely or jointly and whether as principal or surety, including interest (as well after as before judgment), commission and other fees and charges at the rates and on the terms agreed between the Company and APL from time to time.  ("Secured Liabilities")
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### Continuation page

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

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**5****Mortgagee(s) or person(s) entitled to the charge**

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 Ashflame Properties Limited

Address 15 Hockley Court, Stratford Road

Hockley Heath, Solihull, West Midlands

Postcode B 9 4 6 N W

Name

Address

Postcode

**6****Short particulars of all the property charged**

Please give the short particulars of the property charged.

**Continuation page**

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

Short particulars

1. By way of legal mortgage, the property (if any) described in Schedule 1 of the Debenture;
2. By way of fixed charge:
  - 2.1 any freehold or leasehold property (excluding any property charged by Clause 3.1.1 of the Debenture) now and in the future owned by the Company or in which the Company may have an interest;
  - 2.2 all buildings, fixtures and fittings (including trade fixtures and fittings) from time to time in, on or attached to any of the Company's freehold or leasehold property;
  - 2.3 any plant, machinery, vehicles, computer equipment, furniture, tools and other equipment not disposed of in the ordinary course of the Company's business and all spare parts, replacements, modifications and additions for or to such Equipment and the benefit of all manuals, instructions, warranties and maintenance agreements relating to such Equipment;
  - 2.4 all Book Debts;
  - 2.5 all Book Debts required by APL to be paid into a Nominated Account and all cash in respect of such Book Debts;
  - 2.6 any credit balance on any Nominated Account;
  - 2.7 all the Company's goodwill and uncalled capital present and future;
  - 2.8 all the Company's Intellectual Property from time to time not disposed of in the ordinary course of the Company's business;
  - 2.9 all Securities from time to time owned by the Company or in which it has an interest;
  - 2.10 all loan capital, indebtedness or liabilities on any account or in any manner owing to the Company from any subsidiary of the Company or a member of the Company's group;
  - 2.11 all the Company's rights and claims (including to the return of premiums) under all insurance policies in which the Company has an interest from time to time;
3. By way of floating charge, (i) all the Company's property, assets and rights from time to time not subject to a fixed charge under the Debenture and (ii) all of the Company's property and assets from time to time situated in Scotland.  
(the "Charged Assets")

(see continuation sheet)

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## Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision <sup>①</sup>

The Company agrees with APL that it will not, without APL's prior written consent create or permit to subsist, in favour of any person other than APL, any Security Interest on the Charged Assets, except for any Permitted Security Interest.

(Please refer to the Continuation Sheet for defined terms)

<sup>①</sup> In the case of a floating charge a statement should be given of (1) the restrictions, if any, on the power of the company to grant further securities ranking in priority to, or pari passu with the floating charge; and/or (2) the provisions, if any, regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property which is the subject of the floating charge or any part of it.

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## 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

N/A

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## Delivery of instrument

A certified copy of the instrument, if any, creating or evidencing the charge, together with this form with the prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of the creation of the charge.

In the case of a charge created out of the United Kingdom (UK), comprising property situated outside the UK, within 21 days after the date on which the copy of the instrument creating it could, in due course of post, and if despatched with due diligence, have been received in the UK. Certified copies of any other documents relevant to the charge should also be delivered.

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## Signature <sup>②</sup>

Please sign the form here.

Signature

Signature

X HBJ Gateley Waring LLP X

### <sup>②</sup> Signature

This form must be signed by a person with an interest in the registration of the charge.

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## 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 Penny Phipps/5949962

Company name HBJ Gateley Wareing LLP

Address One Eleven

Edmund Street

Post town Birmingham

County/Region West Midlands

Postcode B 3 2 H J

Country United Kingdom

DX 13033 Birmingham 1

Telephone 0121 234 0182



## 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 a certified copy of the deed (if any) 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 chargee.
- ☒ 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 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 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, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG.  
DX 481 N.R. Belfast 1.



## Further information

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)

# MG01s - continuation page

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## Short particulars of all the property charged

Please give the short particulars of the property charged.

Short particulars

Continued...

### Definitions

**"Book Debts"** means all book debts, revenues and claims whether actually or contingently owing to the Company both present and future and including all choses in action which may give rise to a debt, revenue or claim and any security held by the Company for such debt, revenue or claim and any other rights relating thereto, such as, reservation of title and unpaid vendor's lien;

**"Dispose" or "Disposal"** includes sale, transfer, lease, licence, or parting with possession or granting any interest in;

**"Equipment"** means any plant, machinery and/or other equipment charged to APL by the Debenture;

**"Intellectual Property"** means all patents (including applications, improvements, extensions and rights to apply for any patents), design rights, trade marks and service marks (whether registered or unregistered) and applications for the same, copyright, trade, brand, domain and business names, know how, confidential information, trade secrets, databases and computer software programs and systems and all other intellectual or intangible property (including the benefit of any licences or consents relating to any of the above) and all fees, royalties or other rights derived there from or incidental thereto in any part of the world;

**"Nominated Account"** means any account opened pursuant to Clause 5.1.37 of the Debenture;

**"Permitted Security Interest"** means any lien arising by operation of law in the ordinary course of trading over property other than land;

**"Property"** means any freehold or leasehold property owned or occupied by the Company;

**"Securities"** means all stock, shares, bonds and securities (including warrants and options to acquire or subscribe for any of the same) whether marketable or not, held by the Company now or at any time in the future and all rights and benefits at any time accruing, offered or arising in respect of the same and all money or property accruing or offered at any time by way of dividend, distribution, conversion, redemption, bonus, preference, option, interest or otherwise in respect of them;

**"Security Interest"** means any mortgage, charge, pledge, trust, assignment by way of security, hypothecation, lien, or any other arrangement for the purpose of or having a similar effect to creating security or any title retention rights or any set off rights created by agreement.



**FILE COPY**

**CERTIFICATE OF THE REGISTRATION  
OF A CHARGE**

COMPANY NO. 226300

CHARGE NO. 3

I HEREBY CERTIFY THAT A CHARGE CREATED BY ASHFLAME  
KILMARNOCK LIMITED

ON 9 NOVEMBER 2010

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

IN FAVOUR OF ASHFLAME PROPERTIES LIMITED

WAS DELIVERED PURSUANT TO SECTION 878 OF THE  
COMPANIES ACT 2006 ON 19 NOVEMBER 2010

GIVEN AT COMPANIES HOUSE, EDINBURGH 19 NOVEMBER  
2010



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES