

MG01

Particulars of a mortgage or charge



183055/13

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
You cannot use this form to register
particulars of a charge
company. To do this, use
form MG01s

SATURDAY



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AS39DOAP

16/10/2010

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COMPANIES HOUSE

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jk

1 Company details

Company number 03970757

Company name in full Milestone plc (the "Company")

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

Debenture

4 Amount secured

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

Amount secured

All obligations which it may at any time have to PD Garments under
or pursuant to the Supply Agreement (including the Debenture),
whether present or future, actual or contingent (and whether incurred
solely or jointly and whether as principal or as surety or in some other
capacity)

Definitions

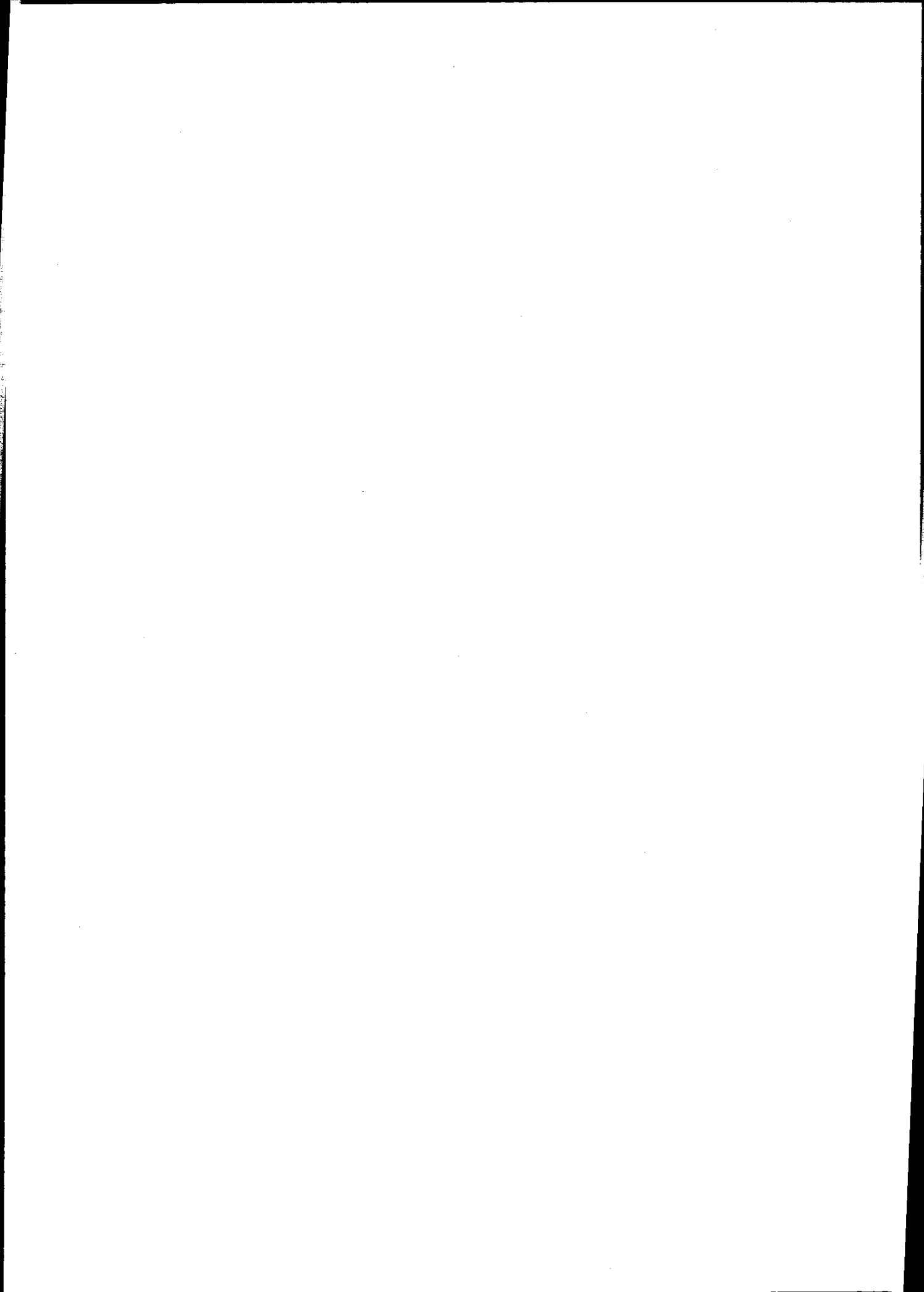
"Supply Agreement" - means an agreement for the supply of
garments by PD Garments to the Company entered into on or about
the date of the Debenture

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

RE-SCAN

19/10/10

30



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

PD Garements Limited

Address

Unit 1001, 10th Floor, Star House, 3 Salisbury Road
Tsimshatsui, Kowloon, Hong Kong

Postcode

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

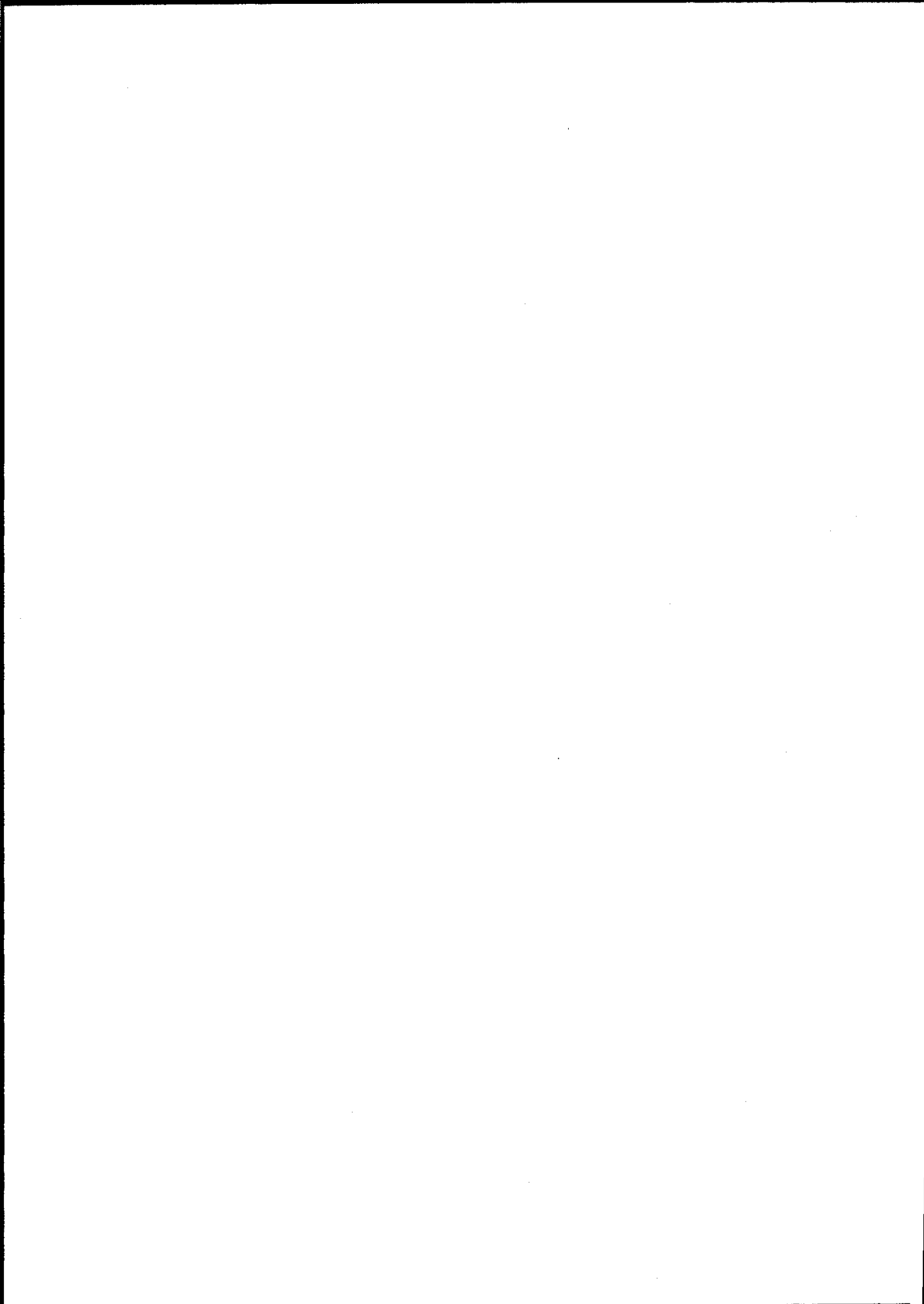
1. CHARGE

1 1 Floating Charge

1 1 1 The Company charges to PD Garments with full title guarantee and as a continuing security for the discharge of the Secured Obligations -

- (a) By way of legal mortgage all the freehold and leasehold property now vested in or charged to the Company including any registered land,
- (b) By way of fixed charge all estates or interests in any freehold and leasehold property now and in the future vested in or charged to the Company,
- (c) By way of fixed charge all fixtures and fittings from time to time attached to any freehold and leasehold property of the Company,
- (d) By way of fixed charge all the plant and machinery vehicles and computer equipment of the Company present and future not regularly disposed of in the ordinary course of business and all associated warranties and maintenance contracts,
- (e) By way of fixed charge all furniture furnishings equipment tools and other chattels of the Company present and future not regularly disposed of in the ordinary course of business,
- (f) By way of fixed charge all rents receivable from any lease granted out of any freehold and leasehold property of the Company,
- (g) By way of fixed charge all the goodwill and uncalled capital of the Company present and future,

(see continuation sheet)



MG01 - continuation page

Particulars of a mortgage or charge

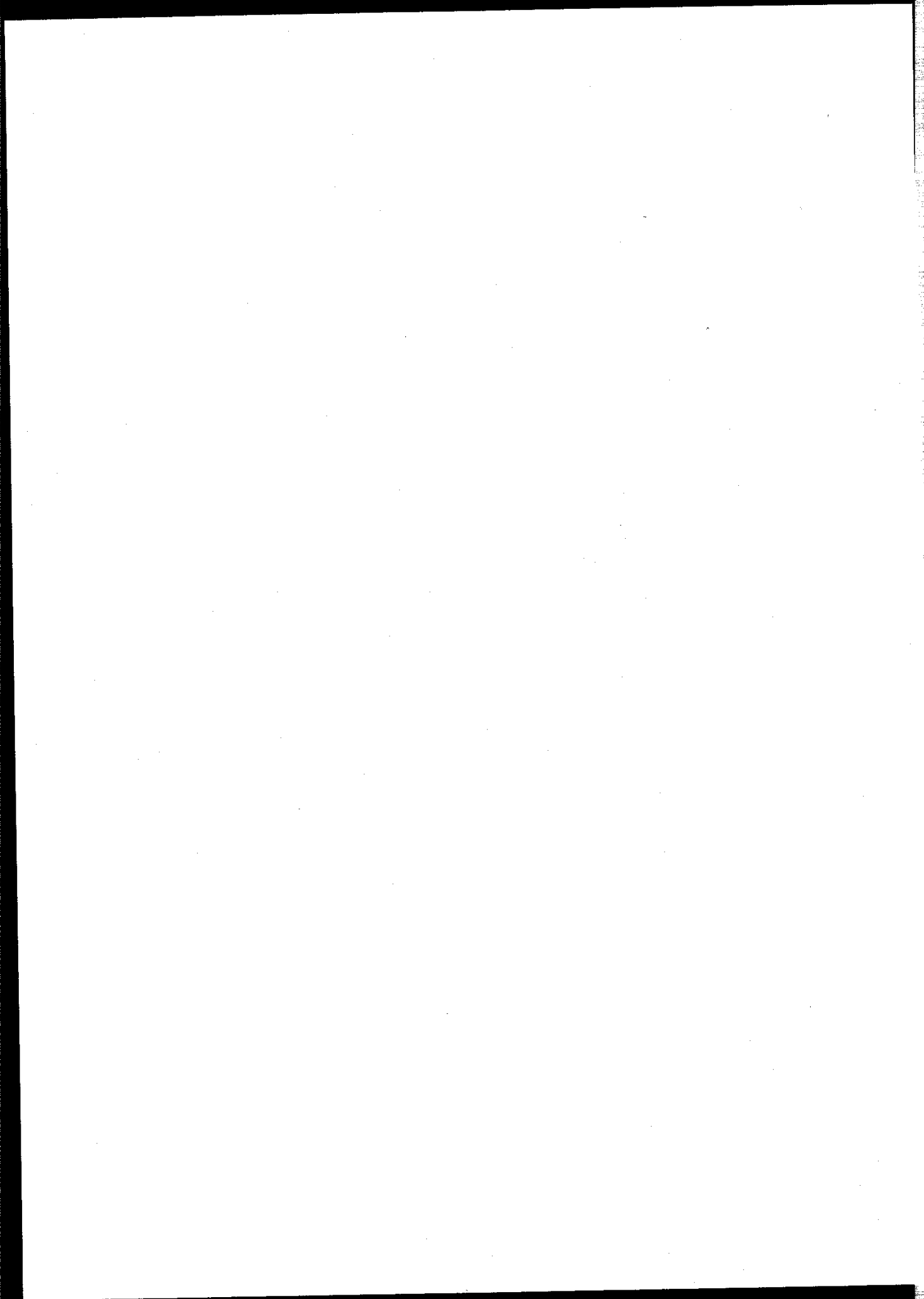
6

Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

- (h) By way of fixed charge all stocks shares and other securities held by the Company from time to time in any subsidiary and all income and rights derived from or attaching to the same,
- (i) By way of fixed charge all stocks shares and other securities of the Company present and future and all income and rights derived from or attaching to the same,
- (j) By way of fixed charge all Intellectual Property Rights choses in action licences and claims of the Company present and future and the insurance policies and proceeds of any insurance from time to time affecting any property of the Company Intellectual Property Rights include (without limitation) all rights in patents inventions copyrights design rights trademarks service marks database rights confidential information know-how domain names and business names,
- (k) By way of fixed charge the benefit of any currency or interest rate swap cap or collar or other hedging agreement or any futures transaction or treasury instrument made with the Company or any third party,
- (l) By way of fixed charge all book and other debts of the Company present and future and the proceeds of payment or realisation of each of them,
- (m) By way of fixed charge all funds standing to the credit of the Company from time to time on any account with any bank or financial institution or organisation,
- (n) By way of floating charge all the undertaking and all property assets and rights of the Company present and future not otherwise effectively charge by way of mortgage or fixed charge pursuant to this clause 3 1 1



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

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**

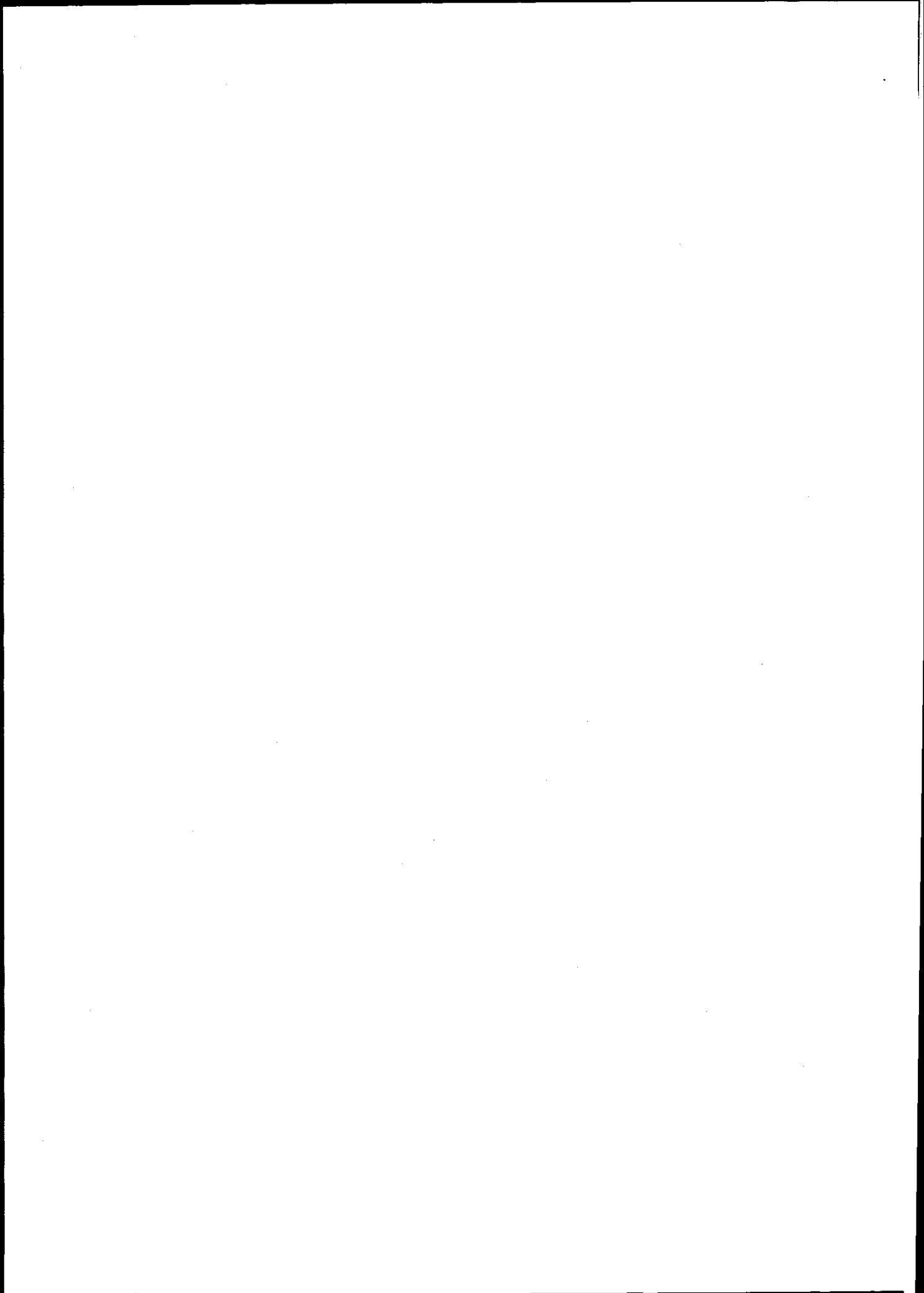
Please sign the form here

Signature

Signature

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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

Company name

NABARRO LLP

Address

Post town

County/Region

Postcode

W C 1 X 8 R W

Country

DX DX77 Chancery Lane London

Telephone 02075246000



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 mortgagee or 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 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)

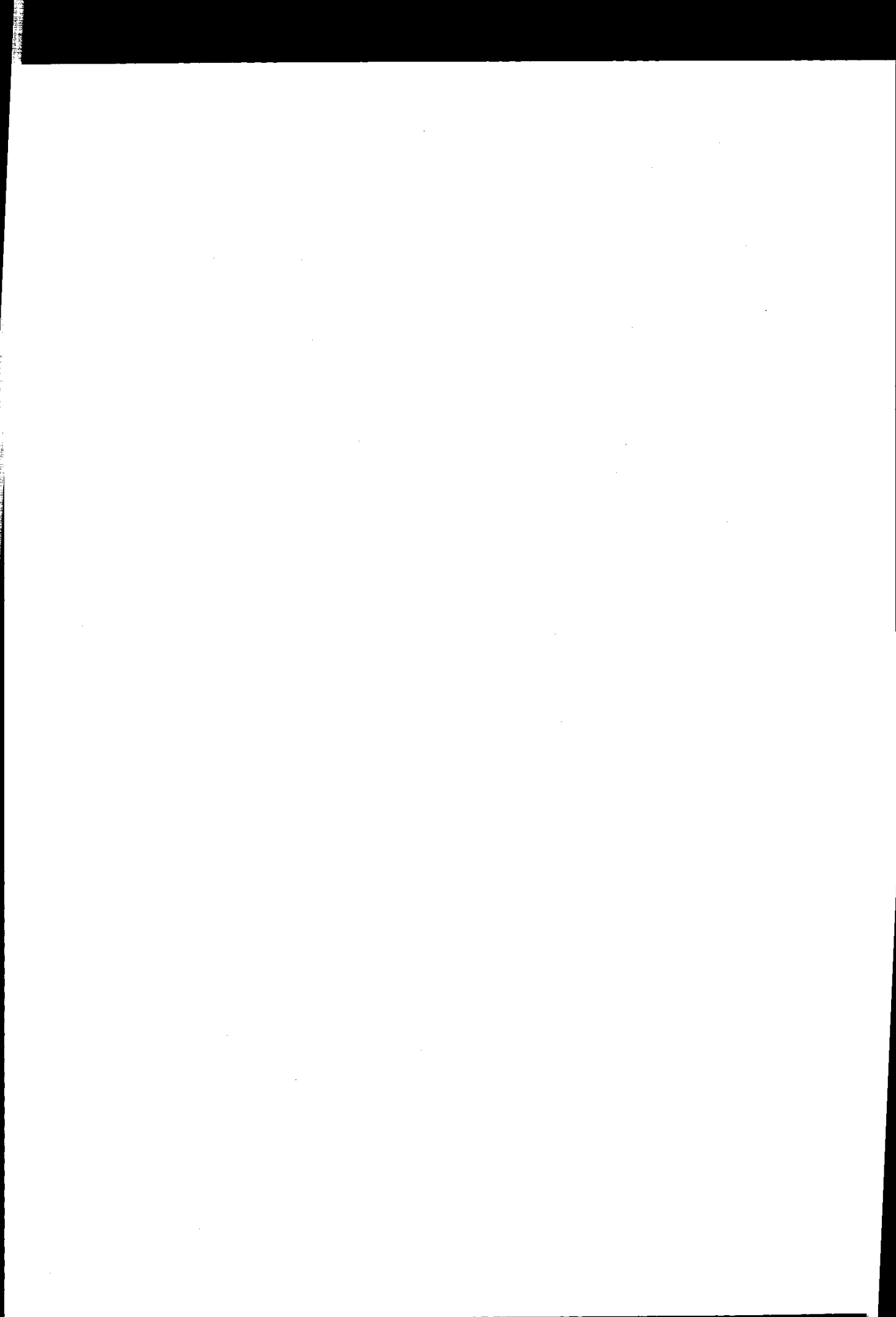
For companies registered in Northern Ireland.
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

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





FILE COPY

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

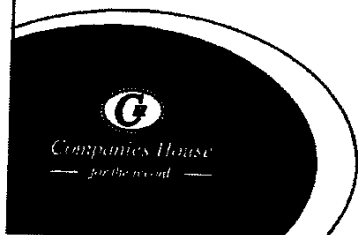
COMPANY NO. 3970757
CHARGE NO. 10

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 1 OCTOBER
2010 AND CREATED BY LILESTONE PLC FOR SECURING ALL
MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO
PD GAREMENTS 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 16 OCTOBER 2010

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19 OCTOBER
2010

DX

THESE PARTICULARS HAVE
BEEN AMENDED PURSUANT
TO AN ORDER OF COURT
DATED 21/01/2011 (ATTACHED)



ORIGINAL NOT SEEN

IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT

CLAIM NO: 9500/2010

MR DEPUTY REGISTRAR MIDDLETON

IN THE MATTER OF LILESTONE PLC

IN THE MATTER OF THE COMPANIES ACT 2006

BETWEEN .

LILESTONE PLC

Claimant

AND

REGISTRAR OF COMPANIES

Defendant

ORDER

UPON the application filed on 19 November 2010 of the above named Claimant

AND UPON HEARING the Solicitor for the Claimant

AND UPON the Court being satisfied that the mis-statement contained in the Particulars of the Debenture was due to inadvertence and that it is just and equitable to grant relief pursuant to section 873 of the Companies Act 2006

IT IS ORDERED THAT:

Upon delivery of an Office Copy of this Order to the Defendant the statutory register of charges for the Claimant relating to a debenture dated 1 October 2010 granted by the Claimant in favour of PD Garments Limited and registered by the Defendant on 16 October 2010 be rectified by deleting the word "Garements" with respect to the name of the Company that has the benefit of the Debenture and substituting the word "Garments" in its place

AND IT IS ORDERED THAT the Claimant do deliver an Office Copy of this Order to the Registrar of Companies

Dated 20 January 2011



IN THE HIGH COURT OF JUSTICE

Claim No. 9500/2010

CHANCERY DIVISION
COMPANIES COURT

BETWEEN:

LILESTONE PLC

Claimant

- and -

REGISTRAR OF COMPANIES

Defendant

ORDER

**Nabarro
Lacon House
Theobald's Road
London
WC1X 8RW**

**Tel: 020 7524 6000
Fax: 020 7524 6524
Ref: BM/L2115/00018**

Solicitors for the Claimant



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

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

**COMPANY NO. 3970757
CHARGE NO. 10**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 1 OCTOBER
2010 AND CREATED BY LILESTONE PLC FOR SECURING ALL
MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO
PD GARMENTS 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 16 OCTOBER 2010**

**GIVEN AT COMPANIES HOUSE, CARDIFF THE 28 JANUARY
2011**

