

# M

CHFP100

Please do not  
write in  
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legibly, preferably  
in black type, or  
bold block lettering\* insert full name  
of company**COMPANIES FORM No. 395**  
**Particulars of a mortgage or charge**A fee of £10 is payable to Companies House in  
respect of each register entry for a mortgage or  
charge.

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies  
(address on page 2 - Note 5)

Name of company

Bifold Fluidpower (Holdings) Limited

Date of creation of the charge

23 December 2002

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

Debenture (the "Charge")

Amount secured by the mortgage or charge

See Paper Apart 1

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

The Governor and Company of the Bank of Scotland,  
The Mound,  
Edinburgh (the "Bank")

Postcode EH1 1YZ

Presentor's name address and  
reference (if any):Paull & Williamsons  
6 Union Row  
Aberdeen AB10 1DQ

BAN/1/91/JCCS/JK/AO

Time critical reference

For Official Use  
Mortgage Section

Post room

A17  
COMPANIES HOUSE

\*AMN46H3D\*

0541  
27/12/02

# 395

085740110

Company number

04606078

Short particulars of all the property mortgaged or charged

See Paper Apart 2

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legibly, preferably  
in black type, or,  
bold block lettering

Particulars as to commission allowance or discount (note 3)

A fee of £10 is  
payable to  
Companies House  
in respect of each  
register entry for  
a mortgage or  
charge.  
(See Note 5)

Signed



Date 24/12/02

On behalf of ~~company~~ [mortgagee/chargee]†

† delete as  
appropriate

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 No. 398 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 company 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 prescribed continuation sheet.
- 5 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-  
Companies House, Crown Way, Cardiff CF14 3UZ.

## **PAPER APART TO FORM 395**

These are the Papers Apart referred to in the Form 395 in respect of a Debenture by Bifold Fluidpower (Holdings) Limited ("the Company") in favour of The Governor and Company of the Bank of Scotland ("the Bank") dated 23 December 2002 ("the Charge").

### **Paper Apart 1**

All or any monies and liabilities which shall for the time being (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner by the Company to the Bank whether actually or contingently, solely, severally or jointly and whether as principal or surety and whether on account of money advanced, bills of exchange, promissory notes, guarantees, indemnities or otherwise, and whether or not the Bank shall have been an original party to the relevant transaction, including interest (computed and compounded according to the usual Bank rates and practice as well after as before any demand made or decree obtained under the Charge), discount, commission and other lawful charges or expenses which the Bank may in the course of its business charge or incur in respect of any of those matters or for keeping the Company's account, together with:-

- 1 (on a full indemnity basis) all costs and expenses (including without limitation legal costs) recoverable by the Bank from the Company;
- 2 (on a full indemnity basis) all costs and expenses (including without limitation legal costs) charged or incurred by the Bank in perfecting or in or about the recovery or attempted recovery of money due to the Bank under the Charge;
- 3 any refinancing, novation, refunding, deferral or extension of or increase in any of those obligations or liabilities;
- 4 any claim for damages or restitution in the event of the rescission or avoidance of any of those obligations or liabilities; and
- 5 any amount which would be included in any of the foregoing but for any discharge, non-provability, unenforceability or non-allowability of the same in any insolvency or other proceedings.

### **Paper Apart 2**

- 1 By way of legal mortgage all the freehold and leasehold property (including the property described in the Schedule to the Charge) now vested in the Company whether or not the title to the property is registered at H.M. Land Registry together with all present and future buildings, fixtures (including trade and tenants fixtures), plant and machinery which are at any time on the property;
- 2 By way of fixed charge:-

- 2.1 all future freehold and leasehold property belonging to the Company together with all buildings, fixtures (including trade and tenants fixtures), plant and machinery which are at any time on the property;
- 2.2 all present and future interests of the Company in or over land or the proceeds of sale of it and all present and future licences of the Company to enter upon or use land and the benefit of all other agreements relating to land to which it is or may become party or otherwise entitled and all fixtures (including trade and tenants fixtures), plant and machinery which are at any time on the property charged under the Charge;
- 2.3 all the Company's goodwill and uncalled capital for the time being;
- 2.4 all present and future stocks, shares and other securities owned (at law or in equity) by the Company and all rights and interests accruing or offered at any time in relation to them, all rights and interests in and claims under all policies of insurance and assurance held or to be held by or insuring to the benefit of the Company and the benefit of all rights and claims to which the Company is now or may be entitled under any contract;
- 2.5 all patents, patent applications, trademarks, trademark applications, trading names, brand names, service marks, copyrights, rights in the nature of copyright, moral rights, inventions, design rights, registered designs, all trade secrets and know-how, computer rights, programmes, systems, tapes, disks, software, all applications for registration of any of them and other intellectual property rights held or to be held by the Company or in which it may have an interest and the benefit of all present and future agreements relating to the use of licensing or exploitation of any such rights (owned by the Company or others) and all present and future fees, royalties or similar income derived from or incidental to any of the foregoing in any part of the world;
- 2.6 all present and future book and other debts and monetary claims of the Company whether payable now or in the future and the benefit of all present and future rights and claims of the Company against third parties relating to them and capable of being satisfied by the payment of money (save as charged under 2.4 above);
- 2.7 all present and future plant and machinery not otherwise charged and all other present and future chattels of the Company (excluding any of the same for the time being forming part of the Company's stock and trade or work in progress; and
- 2.8 all present and future bank accounts, cash at bank and credit balances of the Company with any bank or other person whatsoever and all rights relating to attaching to them (including the right to interest);
- 3 By way of floating charge all the Assets (as defined in the Charge) not effectively otherwise charged including (without limitation) any immoveable property of the Company in Scotland and any Assets in Scotland falling within any of the types mentioned in 2 above, but so that the Company is prohibited from creating any fixed security or mortgage or any other floating charge over the Assets having priority over or ranking *pari passu* with the floating charge

created by this clause (otherwise than in favour of the Bank) and the Company will have no power without the consent of the Bank to part with or dispose of any part of those Assets except by way of sale in ordinary course of its business.

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 04606078

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 23rd DECEMBER 2002 AND CREATED BY BIFOLD FLUIDPOWER (HOLDINGS) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 27th DECEMBER 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 3rd JANUARY 2003.



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —