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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

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

CHFP025

Pursuant to section 395 of the Companies Act 1985

Please do not write in this margin

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

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

1111

5883062

Name of company

*insert full name of Company

* Il Maschio Limited

Date of creation of the charge

15 September 2006

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

Debenture

Amount secured by the mortgage or charge

£225,000

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

Quaker Ridge Holdings Limited (Company Number IBC 1027211) whose registered office is situate at Palm Grove House, Wickhams Cay, 1 Road Town, Tortola, British Virgin Islands

Postcode

Presentor's name address and reference (if any):

Freeth Cartwright LLP
Cumberland Court
80 Mount Street
Nottingham
NG1 6HH

RP

Time critical reference

For official Use (02/00)

Mortgage Section

Post room



A13
COMPANIES HOUSE

A91DN1Y8

639
19/09/2006

Short particulars of all the property mortgaged or charged

Fixed Charge

1 The Company charges to the Lender as security for the payment or discharge of the Secured Liabilities with full title guarantee:

1.1 by way of first legal mortgage the leasehold property owned by the Company specified in Schedule 1 of the Debenture together (in each case) with:

- 1.1.1 any premises and fixtures on or in that property;
- 1.1.2 the proceeds of sale of that property; and
- 1.1.3 the benefit of any covenants attaching to that property;

1.2. to the extent not subject to the legal mortgage under Clause 1.1 by way of first fixed equitable charge all its present and future interest in any freehold or leasehold property owned by the Company, together (in each case) with :

Please do not write in this margin

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

01
95

Particulars as to commission allowance or discount (note 3)

Signed

A. P. Banks

Date

15/09/06

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

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

† 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 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**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

**Particulars of a mortgage or charge
(continued)**

CHFP025

Please do not
write in this
binding margin

Continuation sheet No 1
to Form No 395 and 410 (Scot)

*Please complete
legibly, preferably
in black type, or
bold block lettering*

Company Number

5883062

Name of Company

Il Maschio Limited

Limited*

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Debenture

£225,000

*Please complete
legibly, preferably
in black type, or
bold block lettering*

• Please do not
write in this
binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

*Please complete
legibly, preferably
in black type, or
bold block lettering*

Quaker Ridge Holdings Limited (Company Number IBC 1027211) whose registered office is situate at Palm Grove House, Wickhams Cay, 1 Road Town, Tortola, British Virgin Islands

- 1.2.1 any premises and fixtures on or in that property;
 - 1.2.2 the proceed of sale of that property; and
 - 1.2.3 the benefit of any covenants or rights attaching to that property;
- 1.3. By way of a first fixed charge, all its present and future interest in :
- 1.3.1 all stocks, shares and other securities together with all rights and interests attaching to them, now or at any time during the continuance of this Security owned (whether at law or in equity) by the Company;
 - 1.3.2 all rights and interests of the Company in, and claims under, all policies of insurance and assurance now or at any time during the continuance of this Security held by, or incurring to the benefit of the Company;
 - 1.3.3 all plant and machinery for the time being annexed to attached to the property;
 - 1.3.4 all plant, machinery, vehicles, computers and other equipment for the time being owned by the Company;
 - 1.3.5 its goodwill
 - 1.3.6 all Intellectual Property Rights and all agreements under which the Company is now or may become entitled to a payment or any royalty fee or similar income;
 - 1.3.7 its uncalled capital;
 - 1.3.8 the benefit of all or any licences consents and authorisations now or at any time during the continuance of this Security held by the Company; and
 - 1.3.9 all its rights under any documentary letters of credit or bank guarantees issued in its favour and any bills of exchange and other negotiable instruments held by it.

Please complete
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in black type, or
bold block lettering

Floating Charge

2. The Company charges to the Lender with full title guarantee by way of first floating charge :
- 2.1 all book and other debts now or at any time during the continuance of this Security due or owing to the Company and the proceeds of their realisation; and
 - 2.2 all its present and future undertaking, property and assets of the Company whatever and wherever situate not effectively charged pursuant to Clauses 1.1, 1.2 and 1.3 and in particular all book and other debts now or at any time during the continuance of this security due or owing to the Company and the proceeds of their realisations.
3. Paragraph 14 of Schedule B1 of the Insolvency Act 1986 shall apply to this Debenture. This Debenture is a qualifying floating charge for the purposes of that Schedule.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05883062

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 15th SEPTEMBER 2006 AND CREATED BY IL MASCHIO LIMITED FOR SECURING £225,000 DUE OR TO BECOME DUE FROM THE COMPANY TO QUAKER RIDGE HOLDINGS LIMITED WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 19th SEPTEMBER 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21st SEPTEMBER 2006 .



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES