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COMPANIES FORM No. 395

395

Particulars of a mortgage or charge

A fee of £13 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

CHWP000

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 5512944

Name of company

* insert full name of Company

* COMMARK LIMITED

Date of creation of the charge

17 OCTOBER, 2008

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

All Assets Debenture

Amount secured by the mortgage or charge

Th Company will -

i) On demand fully discharge by payment to Skipton Business Finance Limited ("SBF") without any deduction or set off all or any monetary liabilities included in the Liability, and

ii) Duly perform all the Liability other than monetary liabilities

"Liability" means all monetary and other liabilities and obligations now or at any other time hereafter owed or incurred by the Company to or in favour of SBF present or future, actual or contingent, liquidated or unliquidated and whether arising in or by contract tort, restitution, assignment or breach of statutory duty and whether arising under the Agreement (being a Business Finance Agreement made between the Company and SBF) on the day 7 of October or otherwise

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

Skipton Business Finance Limited of The Bailey, Skipton, North Yorkshire (Registered Office)

Registered in England - Number 4171724

Postcode BD23 1DN

Presenter's name address and reference (if any)
HMWAN STANSFIELD
Skipton Business Finance Limited
The Bailey
Skipton
BD23 3EA

Time critical reference

For official Use (02/06)
Mortgage Section

TUESDAY

AXGP245N
A22 21/10/2008 232
COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

To secure payment and performance of the Liability, the Company with full title guarantee charges in favour of SBF -

1 By way of Legal Mortgage all the freehold or leasehold property described in Section 4 of the Schedule,

Together with all present and future buildings, fixtures (including trade and tenant's fixtures) plant and machinery which are at any time on such property,

2 By way of Fixed Charge the following assets both present and future from time to time owned by the Company or in which the Company may from time to time have an interest -

(a) All freehold or leasehold property belonging to the Company (other than any property charged under Clause 3 (1) above) together with all present future buildings, fixtures (inclusing trade and tenant's fixtures), plant and machinery which are at any time on such property

(Continued see rider annexed)

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

Signed Date 20 October 2009

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 are to be made payable to **Companies House**

6 The address of the Registrar of Companies is Companies House, Crown Way, Cardiff CF14 3UZ

Rider – M395 cont/d

(b) All plant, machinery, vehicles, computers, office and other equipment belonging to the Company and the benefit of all guarantees, warranties and maintenance contracts for the same,

(c) All stocks, shares, bonds or other securities of any kind and all money or property accruing or offered at any time by way of conversion, redemption, bonus, preference, option, dividend, distribution, interest or otherwise in relation to the same,

(d) All goodwill and uncalled capital of the Company,

(e) All insurance policies taken out in respect of the Property (being the undertaking and all the property rights and assets of the Company whatsoever and wheresoever both present and future including the Company's stock in trade and its uncalled capital) and all claims and proceeds in respect of such insurance,

(f) All Specified Debts (being any debt bought and meant to be bought by SBF under the Agreement, the ownership of which fails to vest absolutely and effectively in SBF for any reason together with its Related Rights) and all Other Debts (being all amounts of indebtedness now or at any time hereafter owing or becoming due to the Company on any account whatsoever) (together with the Related Rights pertaining thereto) other than the Specified Debts,

(g) All cash of the Company and any amount standing to the credit of any bank account of the Company, and

(h) All patents, patent applications, inventions, trade marks, trade names, service marks (whether registered or not) trade names, design rights, registered designs, copyrights, know-how trade secrets, rights in computer software and any other intellectual or intangible property rights (including the benefit of any licenses or consents)

3) By way of Floating Charge, all the Floating Assets (being all the Property other than such of the Property as will be subject to a Legal Mortgage or Fixed Charge under clauses 3 (1) and (2))

FILE COPY

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY NO. 5512944
CHARGE NO. 1

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED 17 OCTOBER 2008 AND CREATED BY COMMARK LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO SKIPTON BUSINESS FINANCE LIMITED 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 ON THE 21 OCTOBER 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22 OCTOBER 2008

Companies House
— for the record —

REGISTRAR OF COMPANIES FOR ENGLAND AND WALES

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES