

# MG01

## Particulars of a mortgage or charge



133963/13

### 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

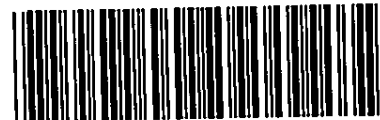
#### ☒ What this form is for

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 for

You cannot use this form to register  
particulars of a charge on  
Scottish company property. To  
register a charge on Scottish company  
property please use MG01s

TUESDAY



A12 08/03/2011 97  
COMPANIES HOUSE

### 1 Company details

Company number 00235277

Company name in full Hills Numberplates Limited (the "Company")

For official use  
1 2  
→ 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 02/03/2011

### 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 between (1) the Company and (2) Barclays Bank Ireland PLC (the "Bank") dated  
23 February 2011 (the "Debenture")

### 4 Amount secured

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

Amount secured Please see attached Continuation Page

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

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

Barclays Bank Ireland PLC

Address

2 Park Place, Hatch Street, Dublin 2, Ireland

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

Please see attached Continuation Page

# 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

N/A

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 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

X

*Robert Masons LLP*

X

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 Tom Griffiths

Company name Pinsent Masons LLP

Address 30 Crown Place

Post town London

County/Region

Postcode E C 2 A 4 E S

County

DX 157620 Broadgate 3

Telephone 0207 490 6417



### 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 the 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  
First Floor, Waterfront Plaza, 8 Laganbank Road,  
Belfast, Northern Ireland, BT1 3BS  
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)

## MG01 – continuation page

### Particulars of a mortgage or charge

4

#### Amount secured

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

Amount secured

All money and liabilities covenanted to be paid or discharged by the Company to the Bank under clause 2 of the Debenture, being

- 1 all money and liabilities now or in the future due, owing or incurred (before or after that demand) by the Company to the Bank in any manner. This applies whether the money and liabilities are due, owing or incurred actually or contingently, whether by the Company alone or by the Company jointly with any other person, and whether the Company is a principal or a surety, and includes any liability (secured or unsecured) of the Company to a third party which subsequently becomes payable to the Bank by assignment or otherwise, and
- 2 all interest, commission, fees, charges, costs and expenses which the Bank may charge to the Company in the course of its business or incur in respect of the Company or its affairs. The interest will be calculated and compounded in accordance with the Bank's usual practice, before and also after any demand or judgment

(the "Secured Sums")

# MG01 – continuation page

## Particulars of a mortgage or charge

6

### Short particulars of all the property mortgaged or charged

Please give us the short particulars of the property mortgaged or charged

Short  
particulars

#### The Company created the following charges:

- 1 By executing the debenture the Company charged to the Bank with full title guarantee with the payment or discharge of all Secured Sums
- 1 1 by way of legal mortgage, all Land in England and Wales now vested in the Company and not registered at H M Land Registry,
- 1 2 by way of fixed charge
  - 1 2 1 all Land in England and Wales now vested in the Company and registered at H M Land Registry,
  - 1 2 2 all other Land which is now, or in the future becomes, the Company's property,
  - 1 2 3 all plant and machinery now or in the future attached to any Land,
  - 1 2 4 all rental and other income and all debts and claims which are due or owing to the Company now or in the future under or in connection with any lease, agreement or licence relating to Land,
  - 1 2 5 all of the Company's Securities,
  - 1 2 6 all insurance and assurance contracts and policies now or in the future held by or otherwise benefiting the Company
    - (a) which relate to Assets themselves subject to a fixed charge in the Bank's favour, or
    - (b) which are now or in the future deposited by the Company with the Bank,together with all the Company's rights and interests in these contracts and policies (including the benefit of all claims arising and all money payable under them),- 1 2 7 all the Company's goodwill and uncalled share capital for the time being,
- 1 2 8
  - (a) all the Company's Intellectual Property, present and future, including any Intellectual Property to which the Company is not absolutely entitled or to which the Company is entitled together with others,
  - (b) the benefit of all agreements and licences now or in the future

# MG01 – continuation page

## Particulars of a mortgage or charge

6

### Short particulars of all the property mortgaged or charged

Please give us the short particulars of the property mortgaged or charged

Short  
particulars

entered into or enjoyed by the Company relating to the use or exploitation of any Intellectual Property in any part of the world,

- (c) all trade secrets, confidential information and knowhow owned or enjoyed by the Company now or in the future in any part of the world,

1 2 9

- (a) all trade debts now or in the future owing to the Company, and

- (b) other debts now or in the future owing to the Company save for those arising on fluctuating accounts with associates (as defined in section 52(3) of the Companies Act 1989), and

1 2 10 the benefit of all instruments, guarantees, charges, pledges and other rights now or in the future available to the Company as security in respect of any Asset itself subject to a fixed charge in the Bank's favour,

1 3 by way of floating charge

1 3 1 all the Company's Assets which are not effectively charged by the fixed charges detailed above, and

1 3 2 without exception all the Company's Assets insofar as they are situated for the time being in Scotland,

but in each case so that the Company shall not without the Bank's prior written consent

- (a) create any mortgage or any fixed or floating charge or other security over any of the Floating Charge Assets (whether having priority over, or ranking *pari passu* with or subject to, this floating charge),

- (b) take any other step referred to in paragraph 3 1 (clause 5 1 of the Debenture) with respect to any of the Floating Charge Assets,

- (c) sell, transfer, part with or dispose of any of the Floating Charge Assets except by way of sale in the ordinary course of business

2 The Bank may at any time crystallise the floating charge created in paragraph 1 3 (clause 3 1 3 of the Debenture) into a fixed charge, or subsequently reconvert it into a floating charge, by notice in writing given at any time by the Bank to the Company in relation to any or all Floating Charge Assets, as the Bank specifies

# MG01 – continuation page

## Particulars of a mortgage or charge

6

### Short particulars of all the property mortgaged or charged

Please give us the short particulars of the property mortgaged or charged

Short  
particulars

in the notice

#### 3 Negative Pledge

The Company must not, except with the Bank's prior written consent

3 1 create or attempt to create any fixed or floating security of any kind or any trust over any of the Assets, or permit any lien (other than a lien arising by operation of law in the ordinary course of the Company's business) to arise or subsist over any of the Assets,

3 2 sell, assign, lease, license or sub-license, or grant any interest in, the Company's Intellectual Property Rights, or purport to do so, or part with possession or ownership of them, or allow any third party access to them or the right to use any copy of them

#### Definitions

'Assets' means all the Company's undertaking, property, assets, rights and revenues, whatever and wherever in the world, present and future, and includes each or any of them,

'Floating Charge Assets' means those of the Assets that are for the time being comprised in the floating charge created by paragraph 1 3 (clause 3 1 3 of the Debenture) but only insofar as concerns that floating charge,

'Intellectual Property' means all patents (including supplementary protection certificates), utility models, registered and unregistered trade marks (including service marks), rights in passing off, copyright, database rights, registered and unregistered rights in designs (including in relation to semiconductor products) and, in each case, any extensions and renewals of, and any applications for, these rights,

'Intellectual Property Rights' means all and any of the Company's Intellectual Property and all other intellectual property rights and other rights, causes of action, interests and assets comprised in paragraph 1 2 8(a), 1 2 8(b) and 1 2 8(c) (clause 3 1 2(h) of the Debenture),

'Land' includes freehold and leasehold, and any other estate in, land and (outside England and Wales) immovable property and in each case all buildings and structures upon and all



# MG01 – continuation page

## Particulars of a mortgage or charge

6

### Short particulars of all the property mortgaged or charged

Please give us the short particulars of the property mortgaged or charged

Short  
particulars

things affixed to Land (including trade and tenant's fixtures),

**'Securities'** means all stocks, shares, debentures, debenture stock, loan stock, bonds and securities issued by any company or person (other than the Company) and all other investments (as listed in Part II of Schedule 2 to the Financial Services and Markets Act 2000)

- which now or in the future represent a holding in a subsidiary undertaking (as defined in section 258 of the Companies Act 1985) or an undertaking which would be a subsidiary undertaking if in sub-section (2)(a) of that section "30 per cent or more" were substituted for "a majority", or
- the certificates for which are now or in the future deposited by the Company with the Bank or which, if uncertificated, are held in an escrow or other account in the Bank's favour or held in the Bank's name or that of the Bank's nominee or to the Bank's order,

including in each case all rights and benefits arising and all money payable in respect of any of them, whether by way of conversion, redemption, bonus, option, dividend, interest or otherwise,

Any reference to any statute or any section of any statute is deemed to include reference to any statutory modification or re-enactment of it for the time being in force



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

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

**COMPANY NO. 235277  
CHARGE NO. 12**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A DEBENTURE DATED 23  
FEBRUARY 2011 AND CREATED BY HILLS NUMBERPLATES  
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME  
DUE FROM THE COMPANY TO BARCLAYS BANK PLC ON ANY  
ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO  
CHAPTER 1 PART 25 OF THE COMPANIES ACT 2006 ON THE 8  
MARCH 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9 MARCH 2011

07



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES