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COMPANIES FORM No. 395**Particulars of a mortgage or charge**

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395

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

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

For official use

Company number

[101]

00329992

Name of company

✓ * A.G. Major Limited

Date of creation of the charge

✓ 18 September 2009

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

Guarantee and Debenture granted by A.G. Major Limited in favour of Cable Finance Limited.

Amount secured by the mortgage or charge

All moneys, debts and liabilities from time to time due, owing or incurred by A.G. Major Limited ("the Company") to Cable Finance Limited ("Cable") whatsoever or otherwise in any manner whatsoever, in each case:

- (a) whether present or future;
- (b) whether alone or jointly with any other person;
- (c) whether actual or contingent;
- (d) whether as principal or surety;
- (e) in whatsoever name, firm or style;
- (f) in whatsoever currency denominated; or
- (g) or otherwise,

together with interest to the date of payment at such rates and upon such terms as may from time to time be agreed and all commission, fees, costs and other charges (including, without limitation legal fees) on a full indemnity basis.

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

Cable Finance Limited (company number 05718498) whose registered office is at 88 Crawford Street, London.

Postcode W1H 2EJ

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

Berwin Leighton Paisner LLP
Adelaide House
London Bridge
London
EC4R 9HA

FGRI/24293.00036

Time critical reference

For official Use (02/06)
Mortgage Section

Post room

WEDNESDAY



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23/09/2009

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COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

The Company with full title guarantee charges to Cable or assigns (subject to the proviso for reassignment on redemption) to Cable the property set out below in the manner set out below and is not made by way of charge only:

1. By way of legal mortgage, the Scheduled Property (as defined in the Debenture) and all Rights (as defined in the Debenture) relating to the Scheduled Property in existence at the date of the Debenture; and
2. By way of first fixed charge, the Property (excluding the Scheduled Property validly charged above) and all Rights relating to such Property; and
3. By way of absolute legal assignment, the Contracts (as defined in the Debenture); and
4. By way of first fixed charge, the Book Debts (as defined in the Debenture); and
5. By way of first fixed charge, all Intellectual Property (as defined in the Debenture) owned, possessed or controlled by the Company; and
6. By way of first fixed charge, the Plant and Machinery (as defined in the Debenture); and

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 Berwin Leighton Paisner LLP

Date 21 September 2009

On behalf of ~~XXXXXXXXXXXXXXXXXX~~ [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

Name of company

*insert full name
of Company

* A.G. Major Limited

Addendum 1/4

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

Addendum 2/4

2. Amount due or owing on the mortgage or charge (continued)

Addendum 3/4

3. Names, addresses and descriptions of the mortgages or persons entitled to the charge (continued)

Addendum 4/4

4. Short particulars of all the property mortgaged or charged (continued)

7. By way of first fixed charge, the Shares and Derivative Assets (as defined in the Debenture); and

8. By way of first fixed charge, all the goodwill and uncalled capital for the time being of the Company; and

9. By way of first floating charge, all the undertaking and assets of the Company whatsoever, wherever situate, whether movable, immovable, present or future (including, without limitation, its uncalled capital for the time being and all the undertaking and assets of the Company referred to above which are, for any reason, not validly charged or assigned under clauses 5.1 and 5.8 of the Debenture). Such floating charge being a qualifying floating charge for the purposes of paragraph 14 of Schedule B1 of the Insolvency Act 1986, the provisions of such paragraph applying to such floating charge.

Negative Pledge

The Company shall not, without prior written consent of Cable:

1. Create, purport to create or allow to subsist, any Security Interest (as defined in the Debenture) over the whole or any of the Charged Property (as defined in the Debenture) except for any Permitted Security Interest (as defined in the Debenture);

2. Convey, assign, transfer or agree to convey, assign or transfer the whole or any part of the Charged Property;

3. Permit or agree to any variation of the rights attaching to the whole or any part of the Charged Property;

4. Do, cause or permit to be done anything which may in the opinion of Cable, in any way depreciate, jeopardise or otherwise prejudice the value to Cable (whether monetary or otherwise) of the whole or any part of the Charged Property; or

5. Release, exchange, compound, set off, grant time or indulgence in respect of, or in any other manner deal with, all or any of the Book Debts, save as expressly provided in the Debenture.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 329992
CHARGE NO. 10**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A GUARANTEE & DEBENTURE
DATED 18 SEPTEMBER 2009 AND CREATED BY A.G.MAJOR
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE COMPANY TO CABLE FINANCE LIMITED ON
ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT
TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE
23 SEPTEMBER 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24 SEPTEMBER
2009

D. Selb.



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES