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

*insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

201197/13

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

1161

1477372

Name of company

* DAVID PLUCK (NORTH WEST) LIMITED

Date of creation of the charge

16 July 2008

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

Debenture

Amount secured by the mortgage or charge

All indebtedness, liabilities and obligations due, owing or incurred

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

David Leslie Pluck and Frank James Seymour both c/o 343 Woodchurch Road, Prenton, birkenhead, Wirral

Postcode CH42 8PE

Presentor's name address and
reference (if any)

Mace & Jones
Drury House
19 Water Street
Liverpool
L2 0RP

Time critical reference

For official Use (06/2005)
Mortgage Section

Post room

FRIDAY



A10

A8LDE11D

18/07/2008

396

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

All its undertaking and all its property and assets whatsoever and wheresoever situated, both present and future including present and future freehold and leasehold property

Please do not write in this margin

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

7

Particulars as to commission allowance or discount (note 3)

Nil

Signed



Date 16/07/08

On behalf of [company] ~~XXXXXXXXXXXX~~ †

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**

Company No: 1477372

DAVID PLUCK (NORTH WEST) LIMITED

(the Company)

Minutes of a meeting of the board of directors
held at 348 Woodchurch Road, Prenton, Wirral CH42 8PE
on 16 July 2008

PRESENT

DAVID LESLIE PLUCK

CHAIRMAN

FRANK JAMES SEYMOUR

1 NOTICE AND QUORUM

The Chairman noted that proper notice of the meeting had been given to all those entitled to receive it, that a quorum of directors was present in accordance with the Company's articles of association and that the meeting was duly constituted and able to proceed to business

2 PURPOSE OF MEETING

The Chairman reported that the purpose of the meeting was to consider and, if thought fit, approve

- 2 1 the proposed loan to the Company pursuant to the Loan Agreement (as defined at Minute 4 1) and various ancillary matters, and
- 2 2 the proposed grant of the Debenture (as defined at Minute 4 1) as security for the proposed loan

3 DECLARATIONS OF INTEREST

- 3 1 In accordance with section 317 of the Companies Act 1985 (the Act), the directors both of whom were personally interested in the proposed transactions to be discussed at the meeting declared the nature of their interests
- 3 2 It was noted that, pursuant to the Articles of Association of the Company, a director may vote or form part of the quorum in relation to any matter in which he is interested

4 DOCUMENTS

The following draft documents were produced to the meeting

4 1 a loan agreement to be entered into between the (1), David Leslie Pluck and Frank James Seymour in their capacity as the trustees of the Dee Retirement Benefits Scheme (**Trustees**) and (2) the Company (**Loan Agreement**),

4 2 a debenture to be given by the Company in favour of the Trustees as security for all obligations and liabilities of the Company to the Trustees, including those under the Loan Agreement (**Debenture**)

(the above documents together being referred to as the **Documents**)

5 **APPROVAL OF DOCUMENTS**

The terms of the Documents were carefully considered including consideration of the matters referred to in section 172(1) of the Companies Act 2006 It was resolved that

5 1 the Loan Agreement be approved subject to such amendment and modifications as any director in his absolute discretion may think fit and that any two directors or one director and the company secretary be authorised on behalf of the Company to execute the Loan Agreement as a deed and any ancillary documentation and to do all other acts or things as might be necessary to give effect to the Loan Agreement or which might otherwise be desirable,

5 2 the Debenture be noted and approved subject to such amendment and modifications as any director in his absolute discretion may think fit and that any two directors or any one director and the secretary be authorised to execute and deliver the Debenture as a deed on behalf of the Company

5 3 both the Loan Agreement and the Debenture be entered into in good faith and that they were in the best interests of the Company, its shareholders and its employees

6 **FILINGS**

The company secretary was instructed to file the following with the Registrar of Companies and write up the statutory books accordingly,

6 1 Form 395,

6 2 the Debenture

7 **CLOSE OF MEETING**

There being no further business the meeting terminated

x  x

CHAIRMAN



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY NO. 1477372
CHARGE NO. 16

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 16 JULY 2008
AND CREATED BY DAVID PLUCK (NORTH WEST) LIMITED FOR
SECURING ALL SUMS DUE OR TO BECOME DUE WAS
REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE
COMPANIES ACT 1985 ON THE 18 JULY 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22 JULY 2008



Companies House
— for the record —

PJ



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES