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COMPANIES FORM NO 395

031372/26

395

Particulars of a mortgage or charge

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

* insert full name
of company

To the Registrar of Companies
(Address overleaf – Note 5)

For official Use

Company Number

3

02801788

Name of Company

SNOWDON LODGE LIMITED (the "Company")

Date of creation of the charge

1ST NOVEMBER 2007

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

MORTGAGE DEBENTURE (the "Mortgage")

Amount secured by the mortgage or charge

All the Company's liabilities to Ulster Bank Limited (the "Bank") of any kind and in any currency (whether present or future actual or contingent and whether incurred alone or jointly with another) including banking charges, commission, interest, costs and expenses.

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

ULSTER BANK LIMITED having its registered office at 11-16, Donegall Square East, BelfastPresentor's name, address and
reference (if any):

PMCB
John McKee & Son Solicitors
The Linenhall
32-38 Linenhall Street
Belfast
BT2 8BG

For official use

Mortgage Section

Post room

Page 1

Time critical reference

FRIDAY



A41 *AGOVUEJU* 186
30/10/2009
COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

1. By way of mortgage and/or charge all the Company's freehold and leasehold property (both present and future) vested in or charged to the Company including without prejudice to the generality of the foregoing the property specified in the Schedule hereto known as 3F Mill Street, Enniskillen, County Fermanagh comprised in land registry folio FE8014F County Fermanagh.

2. By way of fixed charge:-

- (i) All estates or interest in any freehold and leasehold property at the date of the Debenture and in future vested in or charged to the Company except the property referred to in paragraph 1;
- (ii) All fixtures and fittings from time to time attached to any freehold and leasehold property of the Company;
- (iii) All the plant and machinery vehicles and computer equipment of the Company present and future not regularly disposed of in the ordinary course of business and all associated warranties and maintenance contracts;
- (iv) All furniture furnishings equipment tools and other chattels of the company present and future not regularly disposed of in the ordinary course of business;
- (v) All rents receivable from any lease granted out of any freehold and leasehold property of the Company;
- (vi) All the goodwill and uncalled capital of the Company present and future;
- (vii) All stocks shares and other securities held by the company from time to time in any subsidiary and all income and rights derived from or attaching to the same;

(continued on Continuation Sheet 1)

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)

NIL

Signed *John McKee - Son*

Date 27 October, 2009

On behalf of (company)[mortgagee/chargee]†

† 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 agreement 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 are insufficient the particulars must be entered on the prescribed continuation sheet.
5. The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff, CF4 3UZ

Continuation Sheet 1

- (viii) All stocks shares and other securities of the Company present and future (except those referred to in paragraph 2(vii) and all income and rights derived from or attaching to the same;
 - (ix) All intellectual property rights (including, without limitation, all rights in patents inventions copyrights design rights trademarks service marks database rights confidential information know-how domain names and business names) choses in action licences and claims of the Company present and future and the insurance policies and proceeds of any insurance from time to time affecting any of the charged property;
 - (x) The benefit of any currency or interest rate swap cap or collar or other hedging agreement or any future transaction or treasury instrument made with the Bank or any third party;
 - (xi) All book debts and other debts of the Company present and future and the proceeds of payment or realisation of each of them until the receipt of the proceeds from time to time into an account in accordance with Note 1(c) below;
 - (xii) All funds standing to the credit of the Company from time to time on any account with the Bank or any other bank or financial institution or organisation including all receipts from time to time paid in to an account in accordance with Notice 1(c) below provided that the Bank may without prejudice to the charge permit the Company to make withdrawals from time to time.
3. By way of floating charge all the undertaking and all property assets and rights of the Company present and future not subject to a fixed charge under the Debenture.

Notes

1. The Debenture contains covenants by the Company with the Bank:-
 - (a) Not without the previous written consent of the Bank to create or permit to arise any mortgage charge or lien on any of the Company's property nor to dispose of any of the Company's property except that the property subject to the floating charge may be disposed of in the ordinary course of business.
 - (b) Not without the previous written consent of the Bank to grant or accept a surrender of any lease or licence of or part with or share possession or occupation of the Company's freehold and leasehold property or any part of it.
 - (c) To pay into the Company's account with the Bank (and if more than one then into such account with another bank) as the Bank may specify from time to time all money which the company may receive in respect of the company's book debts and other debts otherwise than by collecting them in the ordinary course of the company's business and in particular not to realise the Company's book debts and other debts by means of block discounting, factoring or the like.
2. The Debenture gives the Bank power to appoint an Administrator.

Schedule of Properties referred to in Clause 1 hereof

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COMPANIES FORM No. 398
Certificate of registration in
Scotland or Northern Ireland of a
charge comprising property
situate there

398

CHFP000

Pursuant to section 398 (4) of the Companies Act 1985

Please do not
write in this
margin

To the Registrar of Companies
(Address overleaf)

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

Name of Company

For official use

Company number

02801788

* Insert full
name of
Company

- SNOWDON LODGE LIMITED ("the Company")

I, Philip George McBride, Solicitor
of John McKee & Son Solicitors, The Linenhall, 32-38 Linenhall Street, Belfast, BT2 8BG

* give date and
parties to charge

Certify that the Legal Charge dated 1st November 2007 and made between Snowdon Lodge
Limited (1) and Ulster Bank Limited (2)

† delete as
appropriate

Of which a true copy is annexed to this form was presented for registration on 12th
November 2007 in Northern Ireland

† delete as
appropriate

Signed

Philip McBride

Date

11/11/09.

Presentor's name, address and
reference (if any): PMCB
John McKee & Son, Solicitors,
The Linenhall, 32-38, Linenhall Street,
Belfast, BT2 8BG.

For official use
Mortgage Section

Post room

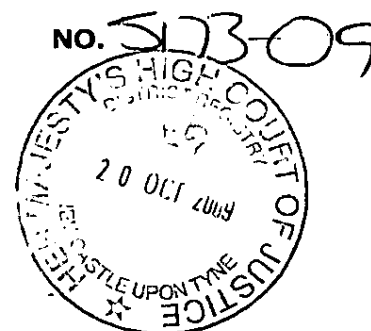
[http://pdata.jmckee.local/users/AVRIL/Project Correct/SNOWDON LODGE/Documents/FORM 398 - Mortgage.doc](http://pdata.jmckee.local/users/AVRIL/Project%20Correct/SNOWDON%20LODGE/Documents/FORM%20398%20-%20Mortgage.doc)

**IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT
NEWCASTLE UPON TYNE DISTRICT REGISTRY**

IN THE MATTER OF SNOWDONIA MOUNTAIN LODGE LIMITED

AND

IN THE MATTER OF THE COMPANIES ACT 2006



ULSTER BANK LIMITED

APPLICANT

AND

SNOWDONIA MOUNTAIN LODGE LTD

RESPONDENT

Before Deputy District Judge Spein

DRAFT ORDER

Upon the hearing of an application by Ulster Bank Limited of 11-16 Donegall Square East, Belfast, BT1 5UB for an Order pursuant to section 873 of the above-mentioned Act in the form attached that

1. the time for registration of the debenture and the legal charge over 3F Mill Street, Einniskillen, Fermanagh, Northern Ireland granted by Snowdonia Mountain Lodge Ltd to Ulster Bank Limited on 1 November 2007 at Companies House be extended to enable registration of the debenture and legal charge; and
2. the debenture and legal charge be registered with effect from their date of creation, 1 November 2007, because:
 - (a) the failure to register such security was accidental or due to inadvertence; and/or
 - (b) the order sought will not prejudice the position of creditors and shareholders on the basis that the Respondent is not insolvent and is not subject to formal insolvency proceedings; and/or
 - (c) it just and equitable to grant relief.

IT IS ORDERED THAT:

1. the time for registration of the debenture and the legal charge over 3F Mill Street, Einniskillen, Fermanagh, Northern Ireland granted by Snowdonia Mountain Lodge Ltd to Ulster Bank Limited on 1 November 2007 be extended to enable registration of the debenture and legal charge at Companies House; and
2. the debenture and legal charge be registered with effect from their date of creation, 1 November 2007.

Dated.....*19th October 2009*.....

NO.

**IN THE COMPANIES COURT,
HIGH COURT OF JUSTICE,
CHANCERY DIVISION
NEWCASTLE UPON TYNE
DISTRICT REGISTRY**

**IN THE MATTER OF SNOWDONIA
MOUNTAIN LODGE LTD**

AND

**IN THE MATTER OF THE COMPANIES ACT
2006**

ULSTER BANK LIMITED

APPLICANT

AND

**SNOWDONIA MOUNTAIN LODGE LTD
RESPONDENT**

DRAFT ORDER

Eversheds LLP
Central Square South
Orchard Street
Newcastle upon Tyne
NE1 3XX

DX 724340
Newcastle 24

Tel: 0845 497 6499
Ref: WALKERJY/035834.000002



FILE COPY

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

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

COMPANY NO. 2801788

CHARGE NO. 3

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A MORTGAGE DEBENTURE WHICH
WAS PRESENTED FOR REGISTRATION IN NORTHERN IRELAND
ON 12 NOVEMBER 2007 AND CREATED BY SNOWDONIA
MOUNTAIN LODGE LTD FOR SECURING ALL MONIES DUE OR
TO BECOME DUE FROM THE COMPANY TO ULSTER BANK
LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED
PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT
1985 ON THE 30 OCTOBER 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18 NOVEMBER
2009

P. Sel.



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES