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In accordance with Section 860 of the Companies Act 2006

MG01

Particulars of a mortgage or charge

Companies House — for the record

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 f**
You cannot use this form particulars of a charge fo company To do this, plea form MG01s

MONDAY

A11NMX80
A03 30/01/2012 #95
COMPANIES HOUSE

→ **Filling in this form**
Please complete in typescript or in bold black capitals

All fields are mandatory unless specified or indicated by *

1 Company details

Company number: 0 3 7 5 8 6 6 9

Company name in full: PDI (EUROPE) LTD

2 Date of creation of charge

Date of creation: d2 d6 m0 m1 y2 y0 y1 y2

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: ALL ASSETS DEBENTURE

4 Amount secured

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

Amount secured: All monies (in whatever currency), obligations and liabilities which are from time to time due, owing or incurred by the Chargor to Lloyds TSB Commercial Finance Limited, whether actually or contingently, solely or jointly and whether as principal or surety, including discount charges and interest (as well after as before judgment) commission and other fees and charges at the rates and on the terms agreed between the Chargor and Lloyds TSB Commercial Finance Limited from time to time, together with all Expenses and all amounts owing in respect of Indemnified Events plus, in each case, interest at the rate agreed with the Chargor, from the date the same are incurred to the date of payment in full compounded monthly or otherwise in accordance with Lloyds TSB Commercial Finance Limited's usual practice ["the Secured Liabilities"]

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

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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	LLOYDS TSB COMMERCIAL FINANCE LIMITED
Address	No 1 Brookhill Way
	Banbury Oxon
Postcode	O X 1 6 3 E L
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

The Company with full title guarantee charges to Lloyds TSB Commercial Finance Limited
• by way of legal mortgage, the property (if any) described in Schedule 2 of the All Assets Debenture,
• by way of fixed charge any freehold or leasehold property (excluding property charged by the above clause) now and in the future owned by the Chargor or in which the Chargor may have an interest,
• by way of fixed charge all buildings, fixtures and fittings (including trade fixtures and fittings) from time to time in, on or attached to any of the Chargor's freehold or leasehold property,
• by way of fixed charge all of the Chargor's plant and machinery and other equipment listed in Schedule 3 of the All Assets Debenture and all spare parts, replacements, modifications and additions for or to such Equipment and the benefit of all manuals, instructions, warranties and maintenance agreements relating to such Equipment,
• by way of fixed charge any other plant, machinery, vehicles, computer equipment, furniture, tools and other equipment not disposed of in the ordinary course of the Chargor's business not listed in Schedule 3 of the All Assets Debenture and all spare parts, replacements, modifications and additions for and to such Equipment and the benefit of all manuals, instructions, warranties and maintenance agreements relating to such Equipment,

In accordance with Section 860 of the Companies Act 2006

MG01 - continuation page

Particulars of a mortgage or charge

6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

• by way of fixed charge all Non Vesting Invoices and all cash in respect thereof,
• by way of fixed charge all Other Invoices required by Lloyds TSB Commercial Finance Limited to be paid into a Nominated Account and all cash in respect thereof,
• by way of fixed charge any credit balance on any Nominated Account,
• by way of fixed charge all the Chargor's goodwill and uncalled capital present and future,
• by way of fixed charge all the Chargor's Intellectual Property from time to time not disposed of in the ordinary course of the Chargor's business,
• by way of fixed charge all Securities from time to time owned by the Chargor or in which it has an interest,
• by way of fixed charge all loan capital, indebtedness or liabilities on any account or in any manner owing to the Chargor from any Subsidiary of the Chargor or a member of the Chargor's Group,
• by way of fixed charge all the Chargor's rights and claims (including to the return of premiums) under all insurance policies in which the Chargor has an interest from time to time,
• by way of floating charge all the Chargor's property, assets and rights from time to time not subject to a fixed charge under this Debenture (including any property or assets situated in Scotland)

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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

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)

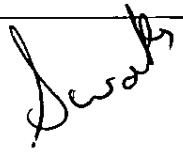
We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 870) The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it Where a body corporate gives the verification, an officer of that body must sign it We will also 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  X

This form must be signed by a person with an interest in the registration of the charge

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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: Securities Department

Company name: Lloyds TSB Commercial Finance Ltd

Address: Clipper House
Chester Road

Post town: Stretford

County/Region: Manchester

Postcode: M 3 2 8 A F

Country:

DX:

Telephone: 0161 976 6776

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 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 or email 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

FILE COPY

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY NO. 3758669
CHARGE NO. 2

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ALL ASSETS DEBENTURE DATED 26 JANUARY 2012 AND CREATED BY PDI (EUROPE) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO LLOYDS TSB COMMERCIAL FINANCE LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART 25 OF THE COMPANIES ACT 2006 ON THE 30 JANUARY 2012

GIVEN AT COMPANIES HOUSE, CARDIFF THE 3 FEBRUARY 2012

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Companies House
— for the record —

REGISTRAR OF COMPANIES FOR ENGLAND AND WALES

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES