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COMPANIES FORM No. 395

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395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

CHFP041

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write in
this margin

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

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

For official use

Company number

3

3842863

01145

Name of Company

* Insert full name
of Company

Integritie (UK) Limited

Date of creation of the charge

28 May 2008

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

All assets debenture

Amount secured by the mortgage or charge

All present and future obligations and liabilities (whether actual or contingent, whether owed jointly or severally, as principal or as surety or in any capacity whatsoever) of the Company to the Security holder on any account whatsoever and howsoever arising together with all expenses (as defined in the debenture)

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

Challenge Finance Limited, ("the Security holder")

2 Webbs Court

Buckhurst Avenue

Sevenoaks Kent

Postcode

TN13 1LZ

Presentor's name, address and
reference (if any):

Challenge Finance Ltd
2 Webbs Court
Buckhurst Avenue
Sevenoaks, Kent TN13 1LZ

Time critical reference

For official Use
Mortgage section

Post room

THURSDAY



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29/05/2008

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COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

The Company has granted fixed charges upon,

- (i) all the Company's plant and machinery and other equipment and all spare parts, replacements modifications and additions for or to the same, and
- (ii) all the Company's goodwill unpaid and/or uncalled capital, and
- (iii) all the Company's intellectual property as defined in the debenture and
- (iv) all the Company securities as defined in the debenture,
- (v) all loan capital, indebtedness or liabilities on any account or in any manner owing to the Company from any of its subsidiaries or any member of the Company's group of companies, and
- (vi) all amounts realised by an administrator or liquidator of the Company upon enforcement or execution of any order of the Court under Part VI of the Insolvency Act 1986, and
- (vii) all its documents of title which at any time and for any purpose have been or may be deposited with the Security Holder and the property mentioned in such documents, and
- (viii) all the Company's Purchased Debts and their Associated Rights (as each is defined in the debenture)

(see continuation sheet)

Please do not write in this margin

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

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.
(See Note 5)

Particulars as to commission allowance or discount (note 3)

None

Signed

Date

28 May 2008

On behalf of 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 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 Cheques and postal orders are to be made payable to **Companies House**
- 6 The address of the Registrar of Companies is -

Companies House, Crown Way, Cardiff CF4 3UZ

The Company has granted floating charges upon all of the Company's undertaking, property, rights and assets whatsoever and wheresoever, both present and future (including the property rights and assets of the Company to the extent not effectively charged from time to time by any of the above fixed charges or assigned by way of security as described below)

The Company has assigned and agreed to assign by way of security to the Security Holder all its rights, title and interest in and to certain Life Policies (as defined in the debenture)

The Security Holder may at any time give written notice to the Company immediately converting (in whole or in part) any floating charge into a fixed charge

The floating charge created by the debenture shall, unless otherwise agreed by the Security Holder in writing and in addition to any circumstances in which the same will occur under general law, automatically and without notice be converted into a fixed charge, if the Company fails to comply with its obligation to the Security Holder, or after an Event of Default (as defined in the debenture), or upon the appointment of a Receiver

The Company has agreed that it will not sell, transfer, lease, license or otherwise dispose of the whole or any part of its charged assets or any interest therein (or agree to do any of the foregoing) without the prior written consent of the Security Holder but such restriction shall not prohibit the disposal of an asset the subject of a floating charge by way of sale on arm's length terms for commercial value in the ordinary course of its business

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 3842863
CHARGE NO. 3**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT AN ALL ASSETS DEBENTURE
DATED 28 MAY 2008 AND CREATED BY INTEGRITIE (UK)
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE COMPANY TO CHALLENGE FINANCE LIMITED
("THE SECURITY HOLDER") ON ANY ACCOUNT WHATSOEVER
WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE
COMPANIES ACT 1985 ON THE 29 MAY 2008**

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2 JUNE 2008



Companies House
— for the record —



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**