

# M

COMPANIES FORM No. 395

053800/13

## Particulars of a mortgage or charge

# 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

Name of company

\* VAN ELLE 03 LIMITED

Date of creation of the charge

26 MARCH 2009

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

DEBENTURE

Amount secured by the mortgage or charge

ALL COMPANY'S LIABILITIES TO THE CHARGE (WHETHER PRESENT OR FUTURE AND WHETHER SOLELY OR JOINTLY WITH ANY OTHER PERSON) UNDER A LOAN NOTE INSTRUMENT RELATING TO THE ISSUE OF £350,000 VARIABLE RATE GUARANTEED SECURED SUBORDINATED CONVERTABLE REDEEMABLE LOAN NOTES 2014 INCLUDING INTEREST, COSTS AND OTHER LAWFUL CHARGES AND EXPENSES PAYABLE BY THE COMPANY TO THE CHARGE

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

MICHAEL ELLIS AND JOAN ELLIS OF THE MANOR HOUSE, DIGMIRE LANE, THORPE, NEAR ASHBOURNE, DERBYSHIRE AS TRUSTEES OF THE ELLIS LIFE SETTLEMENT (THE CHARGE)

Postcode DE6 2AW

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

Flint Bishop  
St Michaels Court  
St Michaels Lane  
Derby  
DE1 3HQ

RO/VAN ELLE 03/395

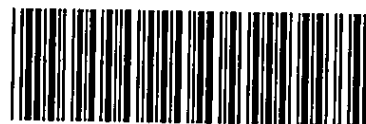
Time critical reference

For official Use (06/2005)

Mortgage Section

Post room

THURSDAY



A28 02/04/2009 207  
COMPANIES HOUSE

CHFP025

Please do not  
write in  
this margin

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

\*insert full name  
of Company

Short particulars of all the property mortgaged or charged

SEE ATTACHED SCHEDULE

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

*Alint Bulp*

Date 31 MARCH 2009

On behalf of ~~XXXXXXXXXXXXXXXXXXXX~~ [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

## Schedule to Form 395

**Company Name: Van Elle 03 Limited**

**Company Number: 04720018**

Particulars of property mortgaged or charged pursuant to the Debenture dated 26 March 2009 and granted by the Company in favour of the Chargee:

### **1 Charge**

- 1.1 by way of legal mortgage all the freehold and leasehold property now vested in or charged to the Company including any registered land;
- 1.2 by way of fixed charge all estates or interests in any freehold and leasehold property now and in the future vested in or charged to the Company except the property charged by **paragraph 1.1** above;
- 1.3 by way of fixed charge all fixtures and fittings from time to time attached to any freehold and leasehold property of the Company;
- 1.4 by way of fixed charge 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;
- 1.5 by way of fixed charge all furniture furnishings equipment tools and other chattels of the Company present and future not regularly disposed of in the ordinary course of business;
- 1.6 by way of fixed charge all rents receivable from any lease granted out of any freehold and leasehold property of the Company;
- 1.7 by way of fixed charge all the goodwill and uncalled capital of the Company present and future;
- 1.8 by way of fixed charge 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;
- 1.9 by way of fixed charge all stocks shares and other securities of the Company present and future (except those charged by **paragraph 1.8** above) and all income and rights derived from or attaching to the same;
- 1.10 by way of fixed charge all intellectual property rights, 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 the whole and any part of the property and assets of the Company charged by **paragraphs 1.1 to 1.13 (the Property)**;
- 1.11 by way of fixed charge the benefit of any currency or interest rate swap cap or collar or other hedging agreement or any futures transaction or treasury instrument made with the any third party;
- 1.12 by way of fixed charge all book debts and other debts of the Company present and future and the proceeds of payment or realisation of each of them; and

- 1.13 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.

## **2 Restrictions**

The Company will not without the previous written consent of the Chargee:

- 2.1 create or permit to arise any mortgage, charge, assignment for the purpose of security, pledge, lien, right of set-off or other security interest of any kind whatsoever or any agreement, whether conditional or otherwise, to create any of the same on the Property;
- 2.2 dispose of the property charged by **paragraph 1.1 to 1.12** above inclusive;
- 2.3 deal with 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 the Company will not realise its book debts and other debts by means of block discounting factoring or the like;
- 2.4 dispose of the Property charged by **paragraph 1.13** above other than in the ordinary course of business; or
- 2.5 grant or accept a surrender of any lease or licence of or part with or share possession or occupation of its freehold and leasehold property or any part of it.



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

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

**COMPANY NO. 4720018  
CHARGE NO. 4**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A DEBENTURE DATED 26 MARCH  
2009 AND CREATED BY VAN ELLE 03 LIMITED FOR SECURING  
ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY  
TO MICHAEL ELLIS AND JOAN ELLIS AS TRUSTEES OF THE  
ELLIS LIFE SETTLEMENT UNDER THE TERMS OF THE  
AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING  
THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1  
PART XII OF THE COMPANIES ACT 1985 ON THE 2 APRIL 2009**

**GIVEN AT COMPANIES HOUSE, CARDIFF THE 6 APRIL 2009**



*Companies House*  
— for the record —



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