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## COMPANIES FORM No. 395

### 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.

CHFP025

Pursuant to section 395 of the Companies Act 1985

065839/13

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

For official use

Company number

[1112]

4825118

Name of company

\* Porter Black (2003) Limited

Date of creation of the charge

4 May 2005

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

Legal Charge containing fixed and floating charges ("the Charge")

Amount secured by the mortgage or charge

Please refer to Appendix 1

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

The Governor and Company of the Bank of Scotland ("Bank") of 1 Kings Way Cardiff

Postcode CF10 3YB

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

Burges Salmon LLP  
Narrow Quay House, Narrow Quay,  
Bristol, BS1 4AH,

JB03/PB02/12372.482

Time critical reference

For official Use (02/00)  
Mortgage Section

Post room



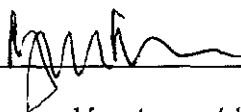
Please see Appendix 2.

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)

Signed



Date 13 May 2005

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

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

## 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

† delete as  
appropriate

**APPENDIX 1**

AMOUNT SECURED BY CHARGE

The Company has agreed to pay to the Bank the Debt when the Bank demands in writing.

**APPENDIX 2**

SHORT PARTICULARS OF THE PROPERTY CHARGED

The Company with full title guarantee has charged as security for the Debt:-

- 1 by way of legal mortgage the Property;
- 2 by way of fixed charge all buildings and other structures on, and items fixed to, the Property;
- 3 by way of fixed charge any goodwill relating to the Property or the business or undertaking conducted at the Property;
- 4 by way of fixed charge all plant, machinery and other items affixed to and forming part of the Property on or at any time after the date of the Legal Charge;
- 5 by way of assignment the Rental Sums together with the benefit of all rights and remedies of the Company relating to them to hold to the Bank absolutely subject to redemption upon repayment of the Debt;
- 6 by way of fixed charge the proceeds of any claim made under any insurance policy relating to any of the property charged under the Legal Charge; and
- 7 by way of floating charge all unattached plant, machinery, chattels and goods now or at any time after the date of this Charge on or in or used in connection with the Property or the business or undertaking conducted at the Property.

**DEFINITIONS**

"Conditions" means the Bank's commercial charge conditions (2003 Edition);

"Debt" means all sums of money owed and all liabilities or obligations to be carried out to the Bank at any time and from time to time by a Debtor whether:

- (a) they arise before or after the Bank has demanded that they are repaid or carried out;
- (b) they are owed or to be carried out immediately or only after a stated event has occurred;
- (c) the Debtor owes or is to carry them out on his own or jointly with any other persons;
- (d) the Debtor owes or is to carry them out on his own account or as guarantor for other persons; together with Interest upon them and Expenses relating to them;

"Debtor" means any and every person (whether the Company, or owner, or either of them) who has agreed to repay a Debt to the Bank;

"Expense" or "Expenses" mean the total of the following:

- (a) any commission and other charges which the Bank may from time to time charge to the Company in the ordinary course of the Bank's business in respect of the Debt or any service provided by the Bank to the Company;
- (b) any costs, charges, premiums, fees and expenses incurred from time to time by the Bank or the receiver under the Conditions and which are either repayable by the Borrower under these Conditions or are incurred in the exercise by the Bank or the receiver of their powers under these Conditions;
- (c) any costs, charges and expenses incurred by the Bank or the receiver in connection with the Bank or the receiver doing anything to protect the mortgage or to obtain possession of or sell or deal (in any other way allowed by these Conditions) with the Property;

together with Value Added Tax upon such sums where appropriate;

**"Interest"** means any sum of money payable to the Bank by way of interest upon the Debt;

**"Property"** means the freehold property known as The Prince of Wales Public House 10 New Road Porthcawl CF36 5DN registered at HM Land Registry under the title number WA645586;

**"Rental Sums"** means all rents, profits, income, fees and other sums at any time payable by any lessees, underlessees, tenants or licensees of the Property to the Company pursuant to the terms of any agreements for lease, leases, underleases, tenancies or licences to which all or any part of the Property is subject but not any sums payable in respect of services provided to such lessees, underlessees, tenants or licensees or payable in respect of insurance premiums or reasonable professional fees or expenses.

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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. 04825118

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 4th MAY 2005 AND CREATED BY PORTER BLACK (2003) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 17th MAY 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23rd MAY 2005.

GRH  
P



*Companies House*

— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES