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COMPANIES FORM No. 395

037862

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.

CHFP025

Pursuant to section 395 of the Companies Act 1985

Please do not write in this margin

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

For official use

Company number

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

6111

05812219

Name of company

*insert full name of Company

* MIA Developments Limited

Date of creation of the charge

18 September 2007

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

Debenture

Amount secured by the mortgage or charge

All moneys, obligations and liabilities covenanted to be paid or discharged by the Company to Garhill Capital Limited (the 'Debenture Holder')

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

Garhill Capital Limited
1711 High Street
Knowle, Solihull

Postcode B93 0LN

Presenter's name address and reference (if any)

MFG Solicitors LLP
5 Centre Court
Vine Lane
HALESOWEN
B63 3EB

(ref JBM/G332 30)

Time critical reference

For official Use (06/2005)
Mortgage Section

Post room

MONDAY



A32

AW9Y6TMY
08/10/2007
COMPANIES HOUSE

389


Short particulars of all the property mortgaged or charged

- (a) all freehold and leasehold property of the Company both present and future (other than heritable property in Scotland) and all buildings and fixtures (including trade fixtures) from time to time on any such property with the benefit of all existing and future leases, underleases, tenancies and agreements relating to such property (including all rents and profits from such property (the 'Charged Property')),
- (b) all stocks, shares, bonds and securities of any kind whether marketable or otherwise,
- (c) all book and other debts, revenues and claims due or owing or which may become due or owing to or purchased or otherwise acquired by the Company and the full benefit of all rights and remedies relating to such book and other debts, revenues and claims including (but not limited to) any negotiable or non-negotiable instruments, guarantees, indemnities, debentures, legal and equitable charges and other security reservation of proprietary rights of tracing liens and other rights and remedies of any nature in respect of such property
- (d) the uncalled capital, goodwill and all patents, patent applications, trade marks, trade names, registered designs and copyrights and all licences and ancillary and connected rights relating to the intangible property both present and future of the Company,
- (e) the undertaking and all other assets of the Company both present and future including all plant, machinery and equipment, vehicles and stocks of any kind of the Company and all the company's heritable property in Scotland and including the property described in (a) to (d) above to the extent not effectively charged by way of fixed charge

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write in
this margin

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

Particulars as to commission allowance or discount (note 3)

Signed  solicitors LHP

Date 5 October 2007

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)*

† 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 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 situated 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**.

CHFP025

Particulars of a mortgage or charge (continued)

Please do not
write in this
binding margin

Continuation sheet No 1
to Form No 395 and 410 (Scot)

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

Company Number

5812219

Name of Company

MIA Developments

Limited*

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

As regards the property described in (a) to (d) the charges created shall be fixed charges (and as regards all those parts of the Charged Property now vested in the Company shall constitute a charge by way of legal mortgage) and the property described in (e) shall be a floating charge

Note 1 The Debenture contains covenants by the Company with the Debenture Holder not without the prior consent in writing of the Debenture Holder to -

(a) create or permit to subsist any mortgage, charge, pledge, lien (other than a lien arising by operation of law) or other security interest on any of its assets other than this Debenture,

(b) sell transfer, lease, lend or otherwise dispose of the whole or any part of its undertaking or (save in the normal course of trading at not less than market value) of its assets or enter into any agreement or grant any option for any such sale, transfer, lease, loan or other disposal,

(c) part with possession of any freehold or leasehold property, grant or agree to grant any option or any licence, tenancy or other right of occupation to any person or exercise the powers of leasing or agreeing to lease or of accepting or agreeing to accept surrenders conferred by sections 99 and 100 of the law of Property Act 1925 provided that such restrictions shall not be construed as a limitation on the powers of any receiver appointed under the Debenture and being an agent of the Company the Debenture Holder may grant or accept surrenders of leases without restriction at any time after the Debenture Holder shall have demanded the payment or discharge of any of the indebtedness of the Company to the Debenture Holder

2 The Debenture gives the Debenture Holder power to appoint an Administrator

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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. 05812219

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 18th SEPTEMBER 2007 AND CREATED BY MIA DEVELOPMENTS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO GARHILL CAPITAL LIMITED WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 8th OCTOBER 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12th OCTOBER 2007

A handwritten signature in black ink, appearing to be 'P. J. O.' or similar.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES