

162270/26

In accordance with
Section 860 of the
Companies Act 2006

MG01

Particulars of a mortgage or charge

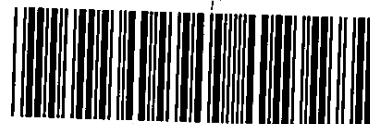


A fee is payable with this form
We will not accept this form unless you send the correct fee
Please see 'How to pay' on the last page

☒ **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 for**
You cannot use this form to register
particulars of a charge on a
company. To do this you must use
form MG01s

TUESDAY



A18 11/01/2011 92
COMPANIES HOUSE

ease
v uk

1 Company details

Company number 0 7 2 6 3 9 2 1

Company name in full Cheslea Apps Factory Limited

Filling in this form
Please complete in typescript or in
bold black capitals
All fields are mandatory unless
specified or indicated by *

2 Date of creation of charge

Date of creation d 2 d 3 m 1 m 2 y 2 y 0 y 1 y 0

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 Debenture between Cheslea Apps Factory (the "Borrower") and Cedar Assets Group Limited (the
"Lender") dated 23 December 2010

4 Amount secured

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

Amount secured

All present and future monies, obligations and liabilities owed by the
Borrower to the Lender, whether actual or contingent or whether
owed jointly or severally, as principal or surety and/or in any other
capacity whatsoever, under or in connection with the Convertible
Loan Agreement or this debenture (including, without limitation, those
arising under clause 12.3) together with all interest (including, without
limitation, default interest) accruing in respect of such monies or
liabilities

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

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Particulars of a mortgage or charge

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

Name Cedar Assets Group Limited

Address Palm Chambers, 197 Main Street, Road Town,
Tortola, British Virgin Islands

Postcode

Name

Address

Postcode

Continuation page

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

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

all Properties as defined in the Clause 1 1 of the Debenture to include all freehold and leasehold properties (whether registered or unregistered) and all commonhold properties, now or in the future (and from time to time) owned by the Borrower or in which the Borrower holds an interest and Property means any of them as listed in Schedule 1 to the Debenture,

all present and future interests of the Borrower not effectively mortgaged or charged under the preceding provisions of Clause 3 of the Debenture in or over freehold or leasehold property,

all present and future rights, licences, guarantees, rents, deposits, contracts, covenants and warranties relating to the Properties,

all licences, consents and authorisations, statutory or otherwise held or required in connection with the Borrower's business or use of any Charged Property as defined in Clause 1 1 of the Debenture and all rights in connection with them,

all present and future goodwill and uncalled capital for the time being of the Borrower, and

all Equipment as defined under Clause 1 1 of the Debenture, and

all the undertaking, property, assets and rights of the Borrower at any time not effectively mortgaged, charged or assigned pursuant to Clause 3 1 (a) or 3 1(b) of the Debenture

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7	Particulars as to commission, allowance or discount (if any)	
	<p>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</p> <ul style="list-style-type: none"> - subscribing or agreeing to subscribe, whether absolutely or conditionally, or - procuring or agreeing to procure subscriptions, whether absolute or conditional, <p>for any debentures included in this return The rate of interest payable under the terms of the debentures should not be entered</p>	
Commission allowance or discount	None	
8	Delivery of instrument	
	<p>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)</p> <p>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)</p>	
9	Signature	
	Please sign the form here	
Signature	<p>Signature</p> <p>X <i>Forster WJ</i> X</p>	
	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 Naomi Trinh (Ref 30224 3)

Company name Forsters LLP

Address 31 Hill Street

Post town London

County/Region

Postcode W 1 J 5 L S

Country United Kingdom

DX 82988 Mayfair

Telephone 0207 863 8333



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,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
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



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 7263921
CHARGE NO. 2**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 23
DECEMBER 2010 AND CREATED BY CHELSEA APPS FACTORY
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE COMPANY TO CEDAR ASSETS GROUP
LIMITED ON ANY ACCOUNT WHATSOEVER UNDER THE
TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING
OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT
TO CHAPTER 1 PART 25 OF THE COMPANIES ACT 2006 ON THE
11 JANUARY 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12 JANUARY
2011



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES