

MG01s

Particulars of a charge created by a company registered in Scotland

COMPANIES HOUSE
FEE PAID
EDINBURGH



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 charge created by a
Scottish company.

☐ **What this form is NOT for**
You cannot use this form to re-
particulars of a mortgage or ch
created by a company in Engla
and Wales or Northern Ireland
this, please use form MG01.

SATURDAY



S259ZNB5

SCT 11/09/2010 410
COMPANIES HOUSE

1 Company details		For official use
Company number	SC383036	→ Filling in this form Please complete in typescript or in bold black capitals. All fields are mandatory unless specified or indicated by *
Company name in full	A & M RECRUITMENT LTD	
2 Date of creation of charge		
Date of creation	09/09/2010	
3 Description		
Please give a description of the instrument (if any) creating or evidencing the charge e.g. 'Standard security', 'Floating charge' etc.		
Description	All assets debenture	
4 Amount secured		
Please give us details of the amount secured by the charge.		Continuation page Please use a continuation page if you need to enter more details.
Amount secured	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 Charging Company to the Security Holder on any account whatsoever and howsoever arising (including, without limitation, under the Business Financing Agreement, the GE Standard Terms, and certain other documents referred to in the Debenture), together with all Expenses (the "Secured Liabilities"). Unless otherwise defined herein, please refer to the Debenture for definitions of capitalised terms.	

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Mortgagee(s) or person(s) entitled to the charge

	Please give the name and address of the mortgagee(s) or person(s) entitled to the charge.					
Name	Keen Thinking Limited					
Address	The Carlson Suite, Vantage Point Business Village					
	Mitcheldean					
Postcode	G	L	1	7	0	D D
Name						
Address						
Postcode						

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

6

Short particulars of all the property charged

	Please give the short particulars of the property charged.					
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Continuation page
Please use a continuation page if you need to enter more details.

Short particulars

Any fixed charge over non vesting debts (in a form acceptable to the Security Holder) granted to a Charging Company by a Client Agency from time to time.

Short Particulars

1. The Debenture charged all of the present and future assets of the Charging Company, including its rights and property, undertaking and revenues.
2. The Charging Company charged under the Debenture the following by way of separate fixed charges:
 - (a) by way of legal mortgage each property specified in Schedule 1 to the Debenture;
 - (b) by way of equitable mortgage its Real Property other than the property specified in Schedule 1 to the Debenture;
 - (c) by way of legal mortgage all Specified Plant and Equipment together with all spare parts and replacements for and all modifications and additions to the Specified plant and Equipment;
 - (d) all its goodwill, unpaid and/or uncalled capital;
 - (e) all fixtures;
 - (f) all its Intellectual Property;
 - (g) all its Securities;
 - (h) all loan capital, indebtedness or liabilities on any account or in any manner owing to it from any member of the Charging Company's group;
 - (i) all amounts realised by an administrator or liquidator of the Charging Company upon enforcement or execution of any order of the court under Part VI of the Insolvency Act 1986;
 - (j) 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;
 - (k) all of its Non-Vesting Debts;
 - (l) all of its Other Debts;
 - (m) all monies in the accounts specified in Clause 4.2/1 of the Debenture and in any other account in the name of the Charging Company under the control of or operated in accordance with the directions of the Security Holder.

MG01s - continuation page

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6	Short particulars of all the property charged	
	Please give the short particulars of the property charged.	
Short particulars	<p>3. The Charging Company charged to the Security Holder by way of floating charge over all of its undertaking, property, rights and assets (including without limitation, the Plant and Equipment) whatsoever and wheresoever, both present and future (including to the extent that any of such undertaking, property, rights and assets are not effectively charged from time to time by any of the above fixed charges or assigned by way of security).</p> <p>4. The Charging Company assigned and agreed to assign by way of security to the Security Holder all its rights, title and interest in and to:</p> <p>(a) The benefits arising under the Policies and/or the Agency Security; and</p> <p>(b) Any contracts relating to or benefiting any of the Charged Assets.</p> <p>Qualifying Floating Charge</p> <p>The floating charge created by Debenture is a qualifying floating charge for the purpose of paragraph 14 of Schedule B1 to the Insolvency Act 1986.</p> <p>Negative Pledge</p> <p>The Charging Company will ensure that no encumbrances (other than liens arising by operations of law in the ordinary course of business and securing obligations not more than 60 days overdue) will arise on or after the date of the Debenture in respect of its Charged Assets without prior written consent of the Security Holder</p>	

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Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision ①

THE COMPANY HAS NO POWER TO GRANT FURTHER SECURITIES OVER FLOATING CHARGES.

① In the case of a floating charge a statement should be given of (1) the restrictions, if any, on the power of the company to grant further securities ranking in priority to, or pari passu with the floating charge; and/or (2) the provisions, if any, regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property which is the subject of the floating charge or any part of it.

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Particulars as to commission, allowance or discount (if any)

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:

- subscribing or agreeing to subscribe, whether absolutely or conditionally, or
- procuring or agreeing to procure subscriptions, whether absolute or conditional,

for any debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.

Commission allowance or discount

None

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Delivery of instrument

A certified copy of the instrument, if any, creating or evidencing the charge, together with this form with the prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of the creation of the charge.

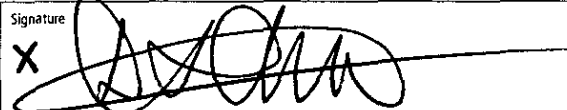
In the case of a charge created out of the United Kingdom (UK), comprising property situated outside the UK, within 21 days after the date on which the copy of the instrument creating it could, in due course of post, and if despatched with due diligence, have been received in the UK. Certified copies of any other documents relevant to the charge should also be delivered.

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Signature ②

Please sign the form here.

Signature

Signature X  X

② Signature

This form must be signed by a person with an interest in the registration of the charge.

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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 **Jeannette Witheridge**

Company name **Keen Thinking Limited**

Address **The Carlson Suite**

Vantage Point Business Village

Post town **Mitcheldean**

County/Region **Glos**

Postcode **G L 1 7 0 D D**

Country **UK**

DX

Telephone **01594 546502**



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 a certified copy of the deed (if any) 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 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 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 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,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS.
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



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

COMPANY NO. 383036

CHARGE NO. 1

**I HEREBY CERTIFY THAT A CHARGE CREATED BY A & M
RECRUITMENT LIMITED**

ON 9 SEPTEMBER 2010

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

IN FAVOUR OF KEEN THINKING LIMITED

**WAS DELIVERED PURSUANT TO SECTION 878 OF THE
COMPANIES ACT 2006 ON 11 SEPTEMBER 2010**

**GIVEN AT COMPANIES HOUSE, EDINBURGH 13 SEPTEMBER
2010**



Companies House
— for the record —



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