

MG01

Particulars of a mortgage or charge

V-047555-13

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 NOT for
You cannot use this form to re-
particulars of a charge for a S
company. To do this, please use
form MG01s

TUESDAY



A22
24/05/2011
COMPANIES HOUSE 270

1 Company details For official use

Company number	01475938
Company name in full	Watermark Limited

→ Filing 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	20 05 2011
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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	All Assets Debenture
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4 Amount secured

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

Amount secured	The Company covenants to discharge on demand all the Company's liabilities to RBS Invoice Finance Limited ("RBSIF") of any kind and in any currency (whether present or future actual or contingent and whether incurred alone or jointly with another) together with RBSIF's charges and commission Interest (as defined in the Debenture) - such liabilities being defined as "Client's Obligations" in the Debenture
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Continuation page
Please use a continuation page if
you need to enter more details

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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

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

Name RBS Invoice Finance Limited

Address Smith House, Elmwood Avenue, Feltham, Middlesex

Postcode T W 1 3 7 Q D

Name

Address

Postcode

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

By way of fixed charge the following property of the Company owned now or in the future -
(i) all interests in any heritable freehold or leasehold land (Land) vested in or charged to the Company, all fixtures and fittings attached to that Land and all rents receivable from any lease granted out of that Land,
(ii) all plant and machinery, including any associated warranties and maintenance contracts,
(iii) all the goodwill of the Company's business,
(iv) any uncalled capital,
(v) all stock, shares and other securities held by the Company at any time in any subsidiary and all income and rights relating to those stocks, shares and securities,
(vi) all intellectual property, licences, claims, insurance policies, proceeds of any insurance and any other legal rights,
(vii) the benefit of any hedging arrangements, futures transactions or treasury instruments,
(viii) all debts which fall to vest in the Bank (RBSIF) under any debt purchase facility entered into between the Company and the Bank (RBSIF) (Debt Purchase Facility) and their Related Rights (as defined in the Debt Purchase Agreement)
2 By way of floating charge all the other property assets and rights of the Company owned now or in the future which are not subject to an effective fixed charge under the Debenture or any other security held by the Bank

Note 1 The Debenture contains covenants by the Company that the Company will not without the Bank's consent -

- (a) permit or create any mortgage, standard security, charge or lien on the property,
- (b) dispose of the property of the Company, owned now or in the future, charged by way of fixed charge,
- (c) dispose of the property, other than in the ordinary course of business, charged by way of floating charge,
- (d) call on, or accept payment of, any uncalled capital,
- (e) grant, or accept a surrender of, any lease or licence of any of its Land or consent to a tenant assigning or sub letting,
- (f) dispose of, part with or share possession or occupation of any of its Land

Note 2 The Debenture gives the Bank power to appoint an Administrator

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7 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

8 Delivery of instrument

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 870).

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 866). 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).

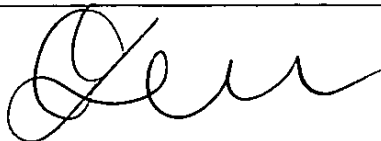
9 Signature

Please sign the form here

Signature

Signature

Duly Authorised Official



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 Credit Operations Dept

Company name RBS Invoice Finance Ltd

Address Smith House, Elmwood Avenue

Post town Feltham

County/Region Middlesex

Postcode T W 1 3 7 Q D

Country England

DX

Telephone 08706 000520

✓ 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

i 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. 1475938
CHARGE NO. 16

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT AN ALL ASSETS DEBENTURE
DATED 20 MAY 2011 AND CREATED BY WATERMARK LIMITED
FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM
THE COMPANY TO RBS INVOICE FINANCE 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 24 MAY 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 25 MAY 2011



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES