

M

CHFP041

Please do not write in this margin

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

* insert full name of company

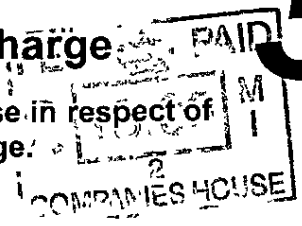
104406/26

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.



Pursuant to section 395 of the Companies Act 1985

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

For official use Company number

1 1 1

01481051

Name of company

*Kingerlee Limited

Date of creation of the charge

See max for Details

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

See max for Details

Amount secured by the mortgage or charge

(a) All money and liabilities whatever whenever and however incurred whether with or without the company's knowledge or consent and whether now or in the future due or becoming due from the company to the mortgagee
See max for Details

Names and addresses of the mortgagees or persons entitled to

HSBC Bank plc, Securities Processing Centre, Po

Presenter's name, address and reference (if any)

Darbys Solicitors LLP
52 New Inn Hall Street
Oxford
OX1 2DN
DX 145840 - Oxford 6
Ref SLL/15972 7

For official use (02/2 Mortgage Section)

Fee Paid
Non Part
26/2/2008



PMO *PGCCB004* 26/2/08 186
COMPANIES HOUSE

A62 *AU21TXMJ* 29/02/2008 309
COMPANIES HOUSE

PMO *PGCBQ001* 26/2/08 207
COMPANIES HOUSE

A47 *A06Z2XES* 21/02/2008 48
COMPANIES HOUSE

Time critical reference

Short particulars of all the property mortgaged or charged

1	£515,000 Highcroft Investment Trust plc ordinary shares of 25p each fully paid
2	All dividends interest or other distributions paid or payable in respect of them
3	All allotments accretions offers rights benefits and advantages whatever at any time arising in respect of them
4	All stocks shares rights money or property accruing to them or offered at any time by way of conversion redemption bonus preference option or otherwise in respect of them
5	All cash debentures or other obligations shares stocks securities or other valuable consideration arising under the provisions of clause 7(c) of the mortgage of shares made between the company and the mortgagee dated 7 February 2008

Please do not write in this margin

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

T
+
f

Particulars as to commission allowance or discount (note 3)

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

Signed *Sallys*

Date 20/2/08

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

† 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 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 are to be made payable to **Companies House**
- 6 The address of the Registrar of Companies is - Companies House, Crown Way, Cardiff CF4 3UZ



Darbys Solicitors

52 New Inn Hall Street Oxford OX1 2DN

DX 145240 Oxford 6

telephone 01865 811700

www.darbys.co.uk

Mr Martin Belt
Companies House

our reference SLL/cp/15972 7

By Fax Only 029 20380827

your reference

26 February 2008

Dear Mr Belt

Re : Form M395 - Kingerlee Holdings Limited and Kingerlee Limited

As requested I confirm that the date for the creation of the charges by the above companies is 7th February 2008 in both cases and the description of the charges is a Mortgage of Shares, again in each case. ~~Finally I am afraid that I am a little confused by your query on the particulars of the charges. The current wording states~~

~~"All money and liabilities whatever whenever and however incurred whether with or without the company's knowledge or consent and whether now or in the future due or becoming due from the company to the mortgagee"~~

~~You mentioned that this should refer to the borrower but I have not defined a "borrower" in the charge nor the M395 and I think it might be correct as currently worded~~

Yours sincerely

Samantha Leigh
For Darbys Solicitors LLP

Direct Telephone (01865) 811212
Direct Fax (01865) 811777
Direct E-mail sleigh@darbys.co.uk



Darbys Solicitors

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Mr Martin Belt/Ms Samantha Ferrugia
Companies House

our reference SLL/cp/15972 7

By Fax Only 029 20380827

your reference

26 February 2008

Dear Mr Belt and Ms Ferrugia

Re . Form M395 - Kingerlee Holdings Limited and Kingerlee Limited

Further to our telephone conversation I confirm that the security in the 2 charges dated 7th February 2008 should be recorded at Companies House as

All money and liabilities whatever whenever and however incurred whether with or without the company's knowledge or consent and whether now or in the future due or becoming due from the borrower to the mortgagee"

Many thanks for your patience

Yours sincerely

Samantha Leigh
For Darbys Solicitors LLP

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Direct Fax (01865) 811777
Direct E-mail sleigh@darbys.co.uk

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Regulated by the Solicitors Regulation Authority A list of members of the LLP is available for inspection at the registered office

Any reference to a Partner in relation to Darbys Solicitors LLP is to a member of Darbys Solicitors LLP





**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

Pursuant to section 401(2) of the Companies Act 1985

COMPANY NO. 1481051
CHARGE NO. 1

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A MORTGAGE OF SHARES DATED 7
FEBRUARY 2008 AND CREATED BY KINGERLEE LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
BORROWER TO HSBC BANK PLC ON ANY ACCOUNT
WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1
PART XII OF THE COMPANIES ACT 1985 ON THE 26 FEBRUARY
2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 5 MARCH 2008

