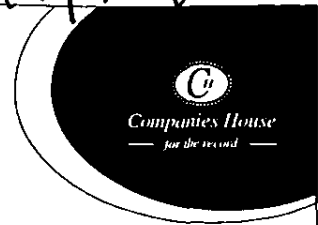


MG01

Particulars of a mortgage or charge

006249/13/V-



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 register particulars of a charge for a Scottish company. To do this, please use form MG01s.

WEDNESDAY



A05 09/12/2009 136
COMPANIES HOUSE

1 Company details

Company number: 06252830

Company name in full: A & R SERVICES (M&E) LTD

For official use

→ 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: 07 12 2009

3 Description

Description: ALL ASSETS DEBENTURE (THE "DEBENTURE")

4 Amount secured

Amount secured: All monies and liabilities at the date of the Debenture or at any time thereafter becoming due, owing or incurred by the Company to Venture Finance Plc trading as Venture Factors ("VF") in any manner actually or contingently, solely or jointly, as principal or surety and whether or not VF shall have been an original party to the relevant transaction, including without limitation under the Finance Agreements (as defined in the Debenture) together with interest (as well after as before judgment or demand) and all legal, administrative and other charges, costs, expenses and payments incurred by VF in relation to the preparation, negotiation, entry into or performance of the Debenture or in enforcing the security created by it on a full indemnity basis.

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	VENTURE FINANCE PLC trading as VENTURE FACTORS							
Address	Sheencroft House, 10-12 Church Road							
	Haywards Heath, West Sussex							
Postcode	R	H	1	6		3	S	N
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.						
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Continuation page
Please use a continuation page if you need to enter more details.

Short particulars

1. By way of legal mortgage all freehold and leasehold property vested in the Company at the date of the Debenture including that specified in Schedule 2 to the Debenture together with all buildings, structures, fixtures and fittings (including trade and tenant's fixtures) now or hereafter thereon ("the Legally Mortgaged Property")
2. By way of fixed charge: -
 - (a) all future freehold and leasehold property of the Company together with all buildings, structures, fixtures and fittings (including trade and tenant's fixtures) at the date of the Debenture or thereafter thereon ("the Equitably Charged Property");
 - (b) all fixed plant and machinery at the date of the Debenture or thereafter in, on or attached to the Legally Mortgaged Property and/or the Equitably Charged Property and all spare parts, replacements, modifications for or to the same and the benefit of all obligations and warranties given by any manufacturer or supplier of the same to or in favour of the Company and the benefit of all maintenance agreements relating thereto entered into between the Company and any third party;
 - (c) all plant, machinery and equipment and all spare parts, replacements and modifications for or to the same specified in Schedule 3 to the Debenture and the benefit of all obligations and warranties given by any manufacturer or supplier of the same to or in favour of the Company and the benefit of all maintenance agreements relating thereto entered into between the Company and any third party;
 - (d) all plant, machinery and equipment and all spare parts, replacements and modifications for or to the same other than those specified in (b) and (c) above at the date of the Debenture or thereafter owned by the Company and the benefit of all obligations and warranties given by any manufacturer or supplier of the same to or in favour of the Company and the benefit of all maintenance agreements relating thereto entered into between the Company and any third party (but excluding any which is plant, machinery or equipment forming part of the Company's stock in trade or work in progress);

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Particulars of a mortgage or charge

6

Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged.

Short particulars

(e) all Debts (as defined in the Debt Purchase Agreement which is defined in the Debenture) intended to but which do not for any reason vest absolutely and effectively in VF together with the Related Rights (as defined in the Debt Purchase Agreement) to such Debts (the "Non-Vesting Debts");

(f) all present and future book and other debts of the Company, all monies from time to time standing to the credit of any account of the Company and all other monies whether arising under contracts or in any other manner, due, owing or incurred to the Company (and including any owing by VF to the Company) other than Debts absolutely and effectively vested in or held on trust for VF under the Debt Purchase Agreement and Non-Vesting Debts (the "Other Debts");

(g) all the goodwill and uncalled capital of the Company;

(h) all stocks, shares, bonds and securities of any kind present and future legally or beneficially owned by the Company and all dividends and other rights relating thereto;

(i) all present and future patents, patent applications, trademarks and service marks (whether registered or not), design rights (whether registered or not), copyrights and all other intellectual property rights whatsoever and all rights relating thereto (including, without limitation, by way of licence) legally or beneficially owned by the Company;

(j) all benefits relating to all present and future contracts and policies of insurance from time to time taken out by or on behalf of the Company or (to the extent it has) in which the Company has an interest and all claims and returns of premium relating thereto;

3. By way of floating charge the undertaking and all property and assets of the Company present and future including any charged by way of specific charge as referred to in 1 and 2 above if and to the extent that such charges fail as specific charges ("the Floating Charge Property"); each of which shall hereafter be collectively referred to as the "Charged Property".

The Debenture contains a restriction that the Company will not without VF's prior written consent create or purport or attempt to create or permit to subsist any mortgage or fixed or floating charge, pledge, lien, assignment or other encumbrance or security (save a lien arising by operation of law in the ordinary course of business) upon the Charged Property nor sell, transfer, lease, licence, part with possession, dispose of or grant any interest in or relating to all or any part of the Charged Property save that the Floating Charge Property may be disposed of by way of sale at full value in the ordinary course of business as carried on at the date of the Debenture and the plant, machinery and equipment charged as referred to in 2 (b), (c) and (d) above may be replaced, modified, repaired or maintained for the sole purpose of immediate replacement, modification, repair and/or maintenance.

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Particulars of a mortgage or charge

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 866).

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).

9 Signature

Please sign the form here.

Signature

Signature

X

M. Nebes

X

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

Company name **VENTURE FINANCE PLC**

Trading as **VENTURE FACTORS**

Address **SHEENCROFT HOUSE**

10-12 CHURCH ROAD

Post town **HAYWARDS HEATH**

County/Region **WEST SUSSEX**

Postcode

	R	H	1	6		3	S	N
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Country **ENGLAND**

DX

Telephone **01444 441717**

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,
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



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

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

COMPANY NO. 6252830
CHARGE NO. 1

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT AN ALL ASSETS DEBENTURE
DATED 7 DECEMBER 2009 AND CREATED BY A & R SERVICES
(M & E) LTD FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE COMPANY TO VENTURE FINANCE PLC 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 9 DECEMBER
2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17 DECEMBER
2009



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