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CHFP041

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* Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

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

3

06699367

Name of company

*Ablethird (Portfolio 1) Limited

Date of creation of the charge

24 November 2008

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

Legal Mortgage

Amount secured by the mortgage or charge

All money and liabilities as at the date of the Legal Mortgage or in the future due, owing or incurred to the Lender by the Company in any currency or currencies whether present or future, actual or contingent, whether incurred solely or jointly with any other person and whether as principal or surety together with all interest accruing thereon and all costs, charges and expenses incurred in connection therewith (the "Secured Obligations").

Names and addresses of the mortgagees or persons entitled to the charge

Midos Services Limited (the "Lender") (registered in England with number 2620179) whose registered office is at 147 Stamford Hill, London

Postcode N16 5LG

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

Gordons LLP
Riverside West, Whitehall Road
Leeds
West Yorks LS1 4AW
DX729680 - Leeds 68
Ref: AJG/MID111/9

Time critical reference

For official use (02/2006)
Mortgage Section

Post room

FRIDAY



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05/12/2008

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COMPANIES HOUSE

078088(13)

395

Short particulars of all the property mortgaged or charged

1. The Company has charged as a continuing security with full title guarantee:
- 1.1 by way of first legal mortgage the Property, together with all buildings and fixtures (including trade fixtures) at any time thereon;
- 1.2 by way of first fixed charge as at the date of the Legal Mortgage and in the future all the goodwill of any business carried on at the Property directly by or on behalf of the Company; and
- 1.3 by way of first fixed charge the proceeds of any insurance from time to time affecting the Property or the Charged Property.

Note

2. The Company shall not without the prior consent in writing of the Lender:
- 2.1 create or agree or attempt to create or permit to subsist (in favour of any person other than the Lender) any Security Interest over the whole or any part of the Charged Property; or
- 2.2 (whether by a single transaction or a number of related or unrelated transactions and whether at the same time or over a period of time) sell, transfer, lease out, lend or otherwise dispose of or cease to exercise direct control over all or any part of the Charged Property

(see continuation sheet 1)

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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)

† Delete as
appropriate

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Gordon LLP

Date

4/12/08

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

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.

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Particulars of a mortgage or charge (continued)

Continuation sheet No 1
to Forms Nos 395 and 410 (Scot)

Company number

06699367

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bold block lettering

Name of company

Ablethird (Portfolio 1) Limited

Limited*

*Delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Amount due or owing on the mortgage or charge (continued)

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

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Short particulars of all the property mortgaged or charged (continued)

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or any interest therein or the right to receive or to be paid the proceeds arising on the disposal of the same or agree or attempt to do so; or 2.3 dispose of the equity of redemption in respect of all or any part of the Charged Property.

"Charged Property" means all the assets, property and goodwill of the Company charged to the Lender pursuant to the terms of the Legal Mortgage;

"Property" means the property and each and every part thereof described in the schedule;

"Security Interest" means a mortgage, charge, pledge, lien or other security interest securing any obligation of any person or any other agreement or arrangement having a similar effect.

The Schedule
The Property

Addresses	HM Land Registry Title Number
19 High Street	HD438035
122-126 (even) Queensway	BM239867
51-53 High Street	EX543317
249 and 251 High Street	K139758
3 New Broadway	NGL6101
197-199 Trafalgar Road	SGL499402
138 High Road	445746
1 and 3 Fish Street and 36 Abington St	HN10231
72 High Street	NN267983
48 Bridge Street	WT252913
76 High Street	HD362675
11 The Broadway	SGL244792



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 6699367
CHARGE NO. 3**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A LEGAL MORTGAGE DATED 24
NOVEMBER 2008 AND CREATED BY ABLETHIRD (PORTFOLIO
1) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE COMPANY TO MIDOS SERVICES LIMITED ON
ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF THE
AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING
THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1
PART XII OF THE COMPANIES ACT 1985 ON THE 5 DECEMBER
2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 5 DECEMBER
2008

Handwritten signature



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES