

100040/13

**M****COMPANIES FORM No. 395****395**

CHFP004

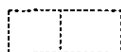
Please do not  
write in  
this marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering**Particulars of a mortgage or charge****A fee of £13 is payable to Companies House in  
respect of each register entry for a mortgage  
or charge.**

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



6936892

Name of company

• Intransit GB Limited

\* insert full name  
of Company

Date of creation of the charge

1 September 2009

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

Debenture

Amount secured by the mortgage or charge

The principal sum of £1.9 million and all other sums due to the mortgagee pursuant to any loan made or to be made by the mortgagee to the company together with all costs charged as expenses however incurred by the mortgagee in relation to the Debenture on a full indemnity basis together with interest as provided by the Debenture.

8  
10

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

Intransit SA Group Limited

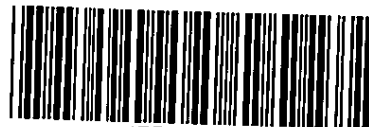
of 310 Premier Building, Albert Street, Victoria, Mahe, Seychelles

Postcode

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

3 Spires Solicitors Limited  
Aston House  
5 Aston Road North  
Birmingham B6 4DS  
Ref: RMC/IL0001.001

Time critical reference

For official Use  
Mortgage Section

\*PD6E300P\*

PMO 22/9/09 458  
COMPANIES HOUSE

\*AZ611DDO\*

A18 18/09/2009 216  
COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

The property assets and income of the company and each and every part thereof

See form for Details

Please do not  
write in  
this margin

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

Particulars as to commission allowance or discount (note 3)

Signed

*J Spence-Solters*

Date 11 September 2009

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

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

+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 situated 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 CF14 3UZ

## **2. MORTGAGES, FIXED CHARGES AND FLOATING CHARGE**

2.1 The Company charges with full title guarantee in favour of the Mortgagee as continuing security for the payment of the Secured Obligations:

2.1.1 by way of fixed charge all estates or interests in any freehold, leasehold and other immovable property now or at any time during the continuance of this security belonging to the Company (other than the Legally Mortgaged Property) and the proceeds of sale thereof and all buildings and trade and other fixtures from time to time on any such property belonging to or charged to the Company;

2.1.2 by way of fixed charge all fixed plant and machinery of the Company both present and future;

2.1.3 by way of fixed charge all book and other debts now or at any time due or owing to the Company together with the full benefit of all guarantees and securities therefor and indemnities in respect thereof (the "Debts");

2.1.4 by way of fixed charge all credit balances of the Company with the Company's bankers or third parties (the "Credit Balances");

2.1.5 by way of fixed charge all stocks, shares, debentures, bonds, notices and loan capital of:

2.1.5.1 any Subsidiary; and

2.1.5.2 any other body corporate;

and all rights to subscribe for, redeem, convert other securities into or otherwise acquire any of the same which may now or at any time belong to the Company, together with all dividends, interest and other income and all other rights of whatever kind deriving from or incidental to any of the above;

2.1.6 by way of fixed charge the goodwill of the Company and its uncalled capital now or at any time in existence;

2.1.7 by way of fixed charge all copyrights, design rights, patents, patent applications, licences, trade marks, trade names, know-how and inventions or other rights of every kind deriving therefrom now or at any time belonging to the

2.1.8 Company and all fees, royalties and other rights of every kind deriving from such copyrights, design rights, patents, trade marks, trade names, know-how and inventions; and by way of floating charge the whole of the Company's undertaking and all its property, assets and rights, whatever and wherever, present and future, other than any property or assets from time to time or for the time being effectively mortgaged, assigned or charged to the Mortgagee by way of fixed charge by this Clause 2 (the "Floating Charge Property").



FILE COPY

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

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

COMPANY NO. 6936892

CHARGE NO. 1

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A DEBENTURE DATED 1  
SEPTEMBER 2009 AND CREATED BY INTRANSIT (GB) LIMITED  
FOR SECURING THE PRINCIPAL SUM OF £1.9 MILLION AND  
ALL OTHER MONIES DUE OR TO BECOME DUE FROM THE  
COMPANY TO INTRASIT SA GROUP LIMITED 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  
22 SEPTEMBER 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22 SEPTEMBER  
2009



Companies House  
— for the record —

*Paul*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES