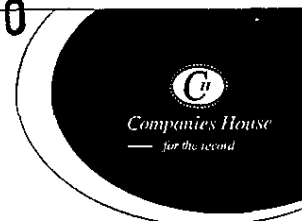


MG01

Particulars of a mortgage or charge

003140



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 for**
You cannot use this form to register
particulars of a mortgage or charge
company To do this use form MG01s

MONDAY



A05 *A201UERG* 14/01/2013 #32
COMPANIES HOUSE

For official use
i, please
t
gov.uk

1	Company details	For official use
Company number	08238359	Filling in this form Please complete in typescript or in bold black capitals All fields are mandatory unless specified or indicated by *
Company name in full	ITSELL CONSULTANCY Limited	
2	Date of creation of charge	
Date of creation	08/01/2013	
3	Description	
Description	Please give a description of the instrument (if any) creating or evidencing the charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge' All assets debenture	
4	Amount secured	
Amount secured	Please give us details of the amount secured by the mortgage or charge All present and future obligations and liabilities (whether actual or contingent, whether owed jointly or severally, as principal or as surety or in any capacity whatsoever) of each of the Obligor to the Security Holder on any account whatsoever and howsoever arising (including, without limitation, under the Business Financing Agreement, the GE Standard Terms, and certain other documents referred to in the Debenture), together with all Expenses (the "Secured Liabilities") Unless otherwise defined herein, please refer to the Debenture for definitions of capitalised terms	
		Continuation page Please use a continuation page if you need to enter more details

MG01

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

Keen Thinking Ltd

Address

The Carlson Suite, Vantage Point Business Village
Mitcheldean

Postcode

G L 1 7 0 D D

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

Continuation page

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

Short particulars

Any fixed charge over non vesting debts (in a form acceptable to the Security Holder) granted to a Charging Company by a Client Agency from time to time

Short Particulars

1 The Debenture charged all of the present and future assets of the Charging Company, including its rights and property, undertaking and revenues

2 The Charging Company charged under the Debenture the following by way of separate fixed charges

- (a) by way of legal mortgage each property specified in Schedule 1 to the Debenture,
- (b) by way of equitable mortgage its Real Property other than the property specified in Schedule 1 to the Debenture,
- (c) by way of legal mortgage all Specified Plant and Equipment together with all spare parts and replacements for and all modifications and additions to the Specified plant and Equipment,
- (d) all its goodwill, unpaid and/or uncalled capital,
- (e) all fixtures,
- (f) all its Intellectual Property,
- (g) all its Securities,
- (h) all loan capital, indebtedness or liabilities on any account or in any manner owing to it from any member of the Charging Company's group,
- (i) all amounts realised by an administrator or liquidator of the Charging Company upon enforcement or execution of any order of the court under Part VI of the Insolvency Act 1986,
- (j) all its documents of title which at any time and for any purpose have been or may be deposited with the Security Holder and the property mentioned in such documents,
- (k) all of its Non-Vesting Debts,
- (l) all of its Other Debts,
- (m) all monies in the accounts specified in Clause 4 2/1 of the Debenture and in any other account in the name of the Charging Company under the control of or operated in accordance with the directions of the Security Holder

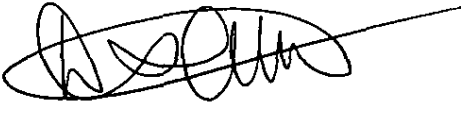
MG01 - continuation page

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	<p>3 The Charging Company charged to the Security Holder by way of floating charge over all of its undertaking, property, rights and assets (including without limitation, the Plant and Equipment) whatsoever and wheresoever, both present and future (including to the extent that any of such undertaking, property, rights and assets are not effectively charged from time to time by any of the above fixed charges or assigned by way of security)</p> <p>4 The Charging Company assigned and agreed to assign by way of security to the Security Holder all its rights, title and interest in and to</p> <p>(a) The benefits arising under the Policies and/or the Agency Security, and</p> <p>(b) Any contracts relating to or benefiting any of the Charged Assets</p> <p>Qualifying Floating Charge</p> <p>The floating charge created by the Debenture is a qualifying floating charge for the purpose of paragraph 14 of Schedule B1 to the Insolvency Act 1986</p> <p>Negative Pledge</p> <p>The Charging Company will ensure that no encumbrances (other than liens arising by operations of law in the ordinary course of business and securing obligations not more than 60 days overdue) will arise on or after the date of the Debenture in respect of its Charged Assets without prior written consent of the Security Holder</p>

MG01

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 <ul style="list-style-type: none"> - 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	Signature Please sign the form here <div style="border: 1px solid black; padding: 5px; text-align: center;">  </div> This form must be signed by a person with an interest in the registration of the charge	

MG01

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 **Jeannette Witheridge**

Company name **Keen Thinking Ltd**

Address **The Carlson Suite**

Vantage Point Business Village

Post town **Mitcheldean**

County/Region **Glos**

Postcode **G L 1 7 0 D D**

Country **UK**

DX

Telephone **01594 546502**



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. 8238359
CHARGE NO. 1**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT AN ALL ASSETS DEBENTURE
DATED 8 JANUARY 2013 AND CREATED BY ITSELL
CONSULTANCY LIMITED FOR SECURING ALL MONIES DUE OR
TO BECOME DUE FROM EACH OF THE OBLIGORS TO THE
SECURITY HOLDER 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 14 JANUARY 2013

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17 JANUARY
2013



Companies House

f



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**