

# MG01

## Particulars of a mortgage or charge

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**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 company. To do this, please form MG01s

WEDNESDAY



\*AQELAT24\*

A09

06/04/2011

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COMPANIES HOUSE

For official use

**1**

### Company details

Company number 03656764

Company name in full Prospects Distribution Services Limited  
(the "Company")

#### 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 03/04/2011

**3**

### Description

Please give a description of the instrument (if any) creating or evidencing the charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'

Description Debenture (the "Charge")

**4**

### Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured All monies, obligations and liabilities whatsoever whether for principal, interest or otherwise which may now or any time in the future be due, owing or incurred by the Company to the Group (or any Group Member) whether present or future, actual or contingent and whether alone, severally or jointly as principal, guarantor, surety or otherwise and all the Company's other liabilities whatever to the Group (or any Group Member) including (without limitation) indebtedness on account of money advanced, bills of exchange, promissory notes, obligations with respect to letters of credit, guarantees and indemnities and in whatever name or style and whether on any current or other account, or in any other manner whatsoever, together with interest and including (but without limitation) all Expenses and so that interest shall be calculated and compounded according to the usual manner of the relevant Group Member (as well after as before judgement) (the "Secured Liabilities")

#### Continuation page

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

MG01

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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	Santander UK Plc (Company No. 2294747) (the "Bank")
Address	2 Triton Square, Regent's Place, London
Postcode	N W 1 3 A 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	
Short particulars	<p>The Company with full title guarantee, as a continuing security for the payment of all Secured Liabilities, charges in favour of the Bank (as security trustee for the Group Members)</p> <p>1 by way of legal mortgage, all right, title, estate and other interests of the Company in each Charged Property referred to in the Schedule, and</p> <p>2 by way of fixed charge</p> <p>(a) all right, title, estate and other interests of the Company in each Charged Property not effectively mortgaged under clause 1,</p> <p>(b) the Book Debts,</p> <p>(c) all present and future goodwill and uncalled capital for the time being of the Company</p> <p>3 by way of assignment to the Bank (as security trustee for the Group Members) by way of security all of its rights, title, estate and other interests in and to -</p> <p>(a) the Rental Income and the benefit to the Company of all other rights and claims to which the Company is now or may in the future become entitled in relation to the Charged Property including (but not limited to) all rights and claims of the Company against all persons who now are or have been or may become lessees, sub-lessees, licensees or occupiers of any Charged Property and all guarantors and sureties for the obligations of such persons,</p> <p>(b) the benefit of all guarantees, warranties and representations given or made by and any rights or remedies against all or any professional advisors now or at any time engaged by the Company in relation to any Charged Property and the manufacturers, suppliers or installers of all plant, machinery, fixtures, fittings and other items now or from time to time in the buildings erected or to be erected on any Charged Property and any other person, firm or company now or from time to time under contract with or under a duty to the Company and the benefit of all sums recovered in any proceedings against all or any of such persons, and</p> <p>(c) the benefit of all Property Agreements, or the proceeds of any claim, award or judgement arising out of any Property Agreement and all sums paid or payable to the Company under or in respect of any Property Agreement,</p> <p>provided that nothing in this sub-clause 3 shall constitute the Bank as a mortgagee in possession</p> <p>4 by way of floating charge the whole of the Company's undertaking and all other property, assets and rights of the Company whatsoever, wherever situate, whether movable, immovable, present or future, which are, for any reason, not validly charged or assigned pursuant to clauses 1, 2 and 3 above)</p>

Continuation page

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

# MG01

## Particulars of a mortgage or charge

<b>7</b>	<b>Particulars as to commission, allowance or discount (if any)</b>	
Commission allowance or discount	<p>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</p> <ul style="list-style-type: none"><li>- subscribing or agreeing to subscribe, whether absolutely or conditionally, or</li><li>- procuring or agreeing to procure subscriptions, whether absolute or conditional,</li></ul> <p>for any debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered</p> <p>Nil</p>	
<b>8</b>	<b>Delivery of instrument</b>	
	<p>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)</p> <p>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)</p>	
<b>9</b>	<b>Signature</b>	
Signature	<p>Please sign the form here</p> <p>Signature</p> <p>X Dundas &amp; Wilson LLP X</p> <p>This form must be signed by a person with an interest in the registration of the charge</p>	

# 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

Sabba Mirza

Company name

Dundas & Wilson LLP

Address

Post town

County/Region

Postcode

Country

DX

DX 127LDE

Telephone

020 7759 5793



### 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 mortgage 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,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG  
DX 481 N R Belfast 1



### Further information

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://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. 3656764  
CHARGE NO. 1**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A DEBENTURE DATED 30 MARCH  
2011 AND CREATED BY PROSPECTS DISTRIBUTION SERVICES  
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME  
DUE FROM THE COMPANY TO THE GROUP (OR ANY GROUP  
MEMBER) 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  
6 APRIL 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11 APRIL 2011



*Companies House*  
— for the record —

*P*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES