

MG01

Particulars of a mortgage or charge

005354/M/E13



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.

TUESDAY



\*LVNYSG09\*

LD4

22/12/2009

342

COMPANIES HOUSE

1

**Company details**

Company number

4 0 3 9 5 6 2

Company name in full

Georgica Limited

(the "Company")

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 \*

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**Date of creation of charge**

Date of creation

d1 d8 m1 m2 y2 y0 y0 y9

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 "Debenture")

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**Amount secured**

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

Amount secured

All obligations and liabilities of any kind incurred by the Company from time to time under or in connection with the following documents each as from time to time amended, restated, novated or replaced however fundamentally (each a "Senior Finance Document" and together the "Senior Finance Documents"):

(a) the Debenture;

(b) the £127,000,000 facilities agreement dated 4 May 2005 as amended and restated by a supplemental agreement dated 28 July 2005, and as amended by subsequent supplemental agreements dated 20 June 2006, 29 September 2006, 8 February 2007 and 13 February 2007 and as amended and restated by supplemental agreements dated 9 March 2007, 27 July

**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.

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

Name The Royal Bank of Scotland plc on behalf of itself

Address Leisure and Media Group, 9th Floor,  
280 Bishopsgate, London

Postcode E C 2 M 4 R B

Name

Address

Postcode

**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

1. The following charges are given with full title guarantee, subject only to certain existing security interests granted by the Company.
2. The Company charges, by way of first fixed charge, all present and future assets of the Company of the following types:
  - (a) land, interests in land and fixtures, including the land described in Schedule 3 of the Debenture;
  - (b) plant, machinery, vehicles and other equipment, except equipment of a type which is disposed of in the ordinary course of trading;
  - (c) debt and equity securities and other investments, including any shares or loan capital held in a subsidiary;
  - (d) any contract entered into and designated a "Key Contract" by the Security Trustee;
  - (e) certain material accounts, including any other account which cannot be drawn on by the account holder in the ordinary course of its trading without the consent of the Security Trustee;
  - (f) intellectual property of all kinds; and
  - (g) goodwill and uncalled capital,in each case, together with all associated rights.
3. The Company creates a first floating charge over all of the Company's other present and future assets.
4. The Company assigns to the Security Trustee the insurance policies defined as Keyman Insurance Policies in the Group Facilities Agreement together with the full benefit of all such policies.

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## Particulars of a mortgage or charge

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### 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

NIL

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### 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).

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### Signature

Please sign the form here.

Signature

Signature

X *Norton Rose LLP*

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 Katie Knowles (LN05063)

Company name Norton Rose LLP

Address 3 More London Riverside

Post town London

County/Region

Postcode S E 1 2 A Q

Country

DX 85 London

Telephone +44 (0)20 7444 5116



### 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](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)

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## Particulars of a mortgage or charge

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### Amount secured

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

Amount secured

2007, and as novated and amended and restated by a supplemental agreement dated 22 October 2007, and as amended by a supplemental agreement dated 19 December 2007 and as amended and restated by supplemental agreements dated 11 April 2008, 8 December 2008 and 7 March 2009 and as amended by a subsequent supplemental agreement dated 14 April 2009 and as amended and restated by a supplemental agreement dated 4 September 2009 and as novated and amended and restated by a supplemental agreement dated 17 December 2009 between Essenden Public Limited Company, Tenpin Limited, certain subsidiaries of Essenden Public Limited Company as guarantors, The Royal Bank of Scotland plc as agent, arranger and security trustee and the persons defined as Finance Parties in that agreement (the "Group Facilities Agreement");

(c) any other document defined as a Finance Party Security Document in the Debenture;

(d) any other document defined as a Finance Document in the Group Facilities Agreement; and

(e) any other document designated a "Senior Finance Document" by the Company and the Royal Bank of Scotland plc at any time.

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## Particulars of a mortgage or charge

### 5 Mortgagee(s) or person(s) entitled to the charge

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge.

Name as security trustee and any other person defined as

Address a Finance Party in the Group Facilities Agreement

(the "Security Trustee")

Postcode

Name

Address

Postcode

Name

Address

Postcode

Name

Address

Postcode

Name

Address

Postcode

Name

Address

Postcode

Name

Address

Postcode

Name

Address

Postcode

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**6** **Short particulars of all the property mortgaged or charged**

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

Short particulars

5. The Debenture contains an undertaking by the Company that, without the agreement of the Security Trustee, no security interest of any kind, no similar arrangement and no contractual right of set-off will exist over any of its present or future assets (except for certain limited permitted security interests described in the Group Facilities Agreement).



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

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

**COMPANY NO. 4039562  
CHARGE NO. 10**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A DEBENTURE DATED 18  
DECEMBER 2009 AND CREATED BY GEORGICA LIMITED FOR  
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE  
COMPANY TO THE ROYAL BANK OF SCOTLAND PLC (AS  
SECURITY TRUSTEE) 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 22 DECEMBER 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23 DECEMBER  
2009



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES