

# MG01

## Particulars of a mortgage or charge

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☒ **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**  
You cannot use this for  
particulars of a charge  
company. To do this, p  
form MG01s

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### 1 Company details

Company number ☒ 0 4 1 5 0 7 3 9

Company name in full ☒ Dune Holdings Limited (the **Chargor**)

4 For official use

→ **Filing 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 ☒ d1 d9 m0 m9 y2 y0 y1 y2

### 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 ☒ a debenture dated 19 September 2012 made between the Chargor, certain  
other companies as Chargors and the Lender (defined below) (the  
**Debenture**).

### 4 Amount secured

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

Amount secured all present and future obligations and liabilities, whether actual or  
contingent and whether owed jointly or severally or in any other  
capacity whatsoever, of each Obligor to the Lender except for any  
obligation which, if it were so included, would result in a contravention  
of the prohibitions in Chapter 2 (*Financial assistance for purchase of  
own shares*) of Part 18 of the Companies Act 2006 (or its equivalent  
in any other jurisdiction) (the **Secured Liabilities**)

Capitalised terms are defined in the continuation page to this MG01  
Form

**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 ☒ Burdale Financial Limited (the **Lender**)

Address 5th Floor, Bow Bells House

1 Bread Street, London

Postcode E C 4 M 9 B E

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 See continuation page to this Form MG01 attached.

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## 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

#### 1 Fixed Security

The Chargor, as security for the payment and performance of the Secured Liabilities and in the manner specified in clause 1 2(g) of the Debenture

(a) charged in favour of the Lender by way of a first legal mortgage all the property (if any) now belonging to it and specified in Schedule 2 to the Debenture (*Mortgaged Property*), as set out in Schedule 1 to this Form MG01, and all other interests in any freehold or leasehold property now or in the future belonging to it, and

(b) charged in favour of the Lender by way of a first fixed charge

(i) (to the extent that they are not within clause 2(a) of the Debenture, as set out in paragraph 1(a) above) all interests in any freehold or leasehold property now or in the future belonging to it,

(ii) all Equipment (other than any Specified Equipment effectively mortgaged to the Lender by way of a first legal mortgage pursuant to clause 2(e) of the Debenture, as set out in paragraph 1(e) below) now or in the future belonging to it and its interest in any such Equipment in its possession now or in the future,

(iii) all of its benefits, claims and returns of premiums in respect of the Insurances,

(iv) all of its right, title and interest (if any) in and to the Blocked Accounts and all monies standing to the credit of any the Blocked Accounts and the debts represented by them,

(v) its goodwill and its uncalled capital both present and future,

(vi) its Book Debts, both uncollected and collected, the proceeds of the same and all monies otherwise due and owing to the Chargor but excluding

(A) the Charged Accounts,

(B) any amounts standing to the credit of any Charged Account, and

(C) the HoF Receivables

(vii) the benefit of all rights, securities and guarantees of whatsoever nature enjoyed or held by it in relation to anything in clause 2(b)(vi) of the Debenture, as set out in paragraph 1(b)(vi) above,

(viii) its rights under any hedging arrangements,

(ix) any of its beneficial interest, claim or entitlement in any pension fund,

(x) the benefit of all permissions of whatsoever nature and whether statutory or otherwise, held in connection with its business or the use of any Security Asset and the right to recover and receive all compensation which may be payable to it,

(xi) its Intellectual Property including any revenues or other income arising thereunder and any claims for damages arising with respect thereto (whether by reason of infringement or otherwise howsoever),

(c) mortgaged or (if to the extent that the Debenture does not take effect as a mortgage) charged by way of fixed charge to the Lender all Group Shares held now or in the future by it and/or any nominee on its behalf, the same to be a security by way of a first mortgage, and

(d) mortgaged or (if to the extent that the Debenture does not take effect as a mortgage) charged by way of

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## Particulars of a mortgage or charge

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

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Short particulars

fixed charge to the Lender all the Related Rights accruing to all or any of the Group Shares held now or in the future by it and/or any nominee on its behalf, the same to be a security by way of a first mortgage or charge

(e) mortgaged or (if to the extent that the Debenture does not take effect as a mortgage) charged by way of fixed charge to the Lender the same to be a security by way of a first mortgage all of its right, title and interest in and to

(i) the Specified Equipment,

(ii) all spare parts and replacements for and all modifications and additions to the Specified Equipment

#### 2 Floating Charge

The Chargor as security for the payment and performance of the Secured Liabilities and in the manner specified in clause 1 2(g) of the Debenture charged in favour of the Lender by way of a floating charge all its assets not otherwise effectively mortgaged or charged by way of fixed mortgage or charge by clause 2 (*Fixed Security*) of the Debenture

#### 3 Negative Pledge

The Chargor shall not

(i) create or permit to subsist any Security Interest of whatsoever nature on any Security Asset other than a Permitted Security Interest or as created by this Deed, or

(ii) sell, transfer, grant, lease or otherwise dispose of any Security Asset, except for the disposal in the ordinary course of trade of any Security Asset subject to the floating charge created by clause 3 1 (*Creation*) of the Debenture, as set out in paragraph 2 above and except as provided for under the Finance Documents

#### 4 Definitions

Terms not defined in this MG01 are as set out in the Debenture

**Blocked Accounts** means the bank accounts of the Chargor specified in Part I of Schedule 5 (*Charged Accounts*) to the Debenture, as set out in part 1 of Schedule 2 to this Form MG01, and/or in the Schedule to any Deed of Accession and/or such other bank accounts of the Chargors as the Lender may designate or approve

**Book Debts** means

(a) all book and other debts in existence from time to time (including, without limitation, any sums whatsoever owed by banks or similar institutions) both present and future, actual or contingent, due, owing to or which may become due, owing to or purchased or otherwise acquired by the Chargor, and

(b) the benefit of all rights whatsoever relating to the debts referred to in (a) above including, without limitation, any related agreements, documents, rights and remedies (including, without limitation, negotiable or non-negotiable instruments, guarantees, indemnities, legal and equitable charges, reservation of proprietary rights, rights of tracing, unpaid vendor's liens and all similar connected or related rights and assets)

**Charged Accounts** means the Blocked Accounts and the Other Accounts

**Equipment** means (save to the extent that any such items form part of the Chargor's stock in trade) all present

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Short particulars

and future plant, equipment, machinery, computers and computer hardware and software (whether owned or licensed), vehicles, tools, furniture and fixtures and all attachments, accessones owned by the Chargor and property (other than Fixtures) now or in future relating to it or used in connection with it and replacements and substitutions for it wherever located

**Event of Default** is defined in the Facility Agreement

**Facility Agreement** means the facility agreement dated 19 September 2012 between the Chargor and others as Borrowers and/or Guarantors and the Lender

**Finance Documents** is defined in the Facility Agreement

**Fixtures** means all fixtures and fittings (including, without limitation, those of trade) and fixed plant and machinery on the Mortgaged Property

**Group Shares** means all shares specified in Schedule 4 (*Group Shares*) to the Debenture, as set out in Schedule 3 to this Form MG01, or in the Schedule to any Deed of Accession or, when used in relation to the Chargor, such of those shares as are specified against its name in Schedule 4 (*Group Shares*) to the Debenture or in the Schedule to any Deed of Accession, together in each case with all other stocks, shares, debentures, bonds, warrants, coupons or other securities and investments now or in the future owned by the Chargor from time to time

**HoF Receivables** means any amounts owed to Dune Group Limited by House of Fraser (Stores) Limited

**Insurances** means all contracts and policies of insurance taken out by or for a Chargor or in which any Chargor has an interest (to the extent of that interest) including, but not limited to, the Keyman Policy

**Intellectual Property** means all subsisting patents and subsisting rights of a similar nature held in any part of the world, applications for patents and such rights, divisions and continuations of such applications for patents, registered and unregistered trade marks, registered designs, utility models (in each case for their full period and all extensions and renewals of them), applications for any of them and the right to apply for any of them in any part of the world, inventions, confidential information, Know-how, business names, trade names, brand names, copyright and rights in the nature of copyright, design rights and get-up and any similar rights existing in any country, and the benefit (subject to the burden) of any and all agreements, arrangements and licences in connection with any of the foregoing including but not limited to the Specified Intellectual Property

**Keyman Policy** means

- (a) the policy of life assurance for Daniel Rubin with policy number L0193438092 expiring 18 July 2017, or
- (b) any policy or policies issued in substitution for the policy referred to in paragraph (a) above (whether whole or in part)

**Mortgaged Property** means any freehold or leasehold property (including the Premises) the subject of the security created by the Debenture

**Obligors** is defined in the Facility Agreement

**Other Accounts** means the bank accounts of the Chargors specified in Part II of Schedule 5 (*Charged Accounts*) to the Debenture, as set out in part II of Schedule 2 to this Form MG01, and/or in the Schedule to any Deed of Accession and/or such other bank accounts of the Chargors as the Lender may designate or approve

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**Permitted Security Interest** means any Security Interest which any Chargor is permitted to create or maintain under the terms of the Facility Agreement

**Premises** means any building or other edifice on the Mortgaged Property or other Security Asset

**Related Rights** means, in relation to the Group Shares, all dividends and other distributions paid or payable after the date of the Debenture on all or any of the Group Shares and all stocks, shares, securities (and the dividends or interest on them), rights, money or property accruing or offered at any time by way of redemption, bonus, preference, option rights or otherwise to or in respect of any of the Group Shares or in substitution or exchange for any of the Group Shares

**Security Assets** means all assets of the Chargor the subject of any security created by the Debenture (and includes the Mortgaged Property)

**Security Interest** is defined in the Facility Agreement

**Security Period** means the period beginning on the date of the Debenture and ending on the date on which the Secured Liabilities have been irrevocably and unconditionally satisfied in full. If any amount paid by the Chargor and/or in connection with the satisfaction of the Secured Liabilities is capable of being avoided or otherwise set aside on the liquidation or administration of the Chargor or otherwise, then that amount shall not be considered to have been irrevocably paid for the purpose of the Debenture

**Specified Equipment** means the Equipment (if any) specified in Schedule 8 (*Specified Equipment*) to the Debenture, as set out in Schedule 4 to this Form MG01, or in the Schedule to any Deed of Accession

**Specified Intellectual Property** means the registered Intellectual Property (if any) specified in Schedule 7 (*Specified Intellectual Property*) to the Debenture, as set out in Schedule 5 to this Form MG01, or in the Schedule to any Deed of Accession

#### Schedule 1

#### Mortgaged Property

None as at the date of the Debenture

#### Schedule 2

#### Part I Blocked Accounts

Chargor	Bank	Branch	Sort Code	Account No
Dune Group Limited	Natwest	-	50-00-00	21662304
Dune Group Limited	Natwest	-	50-00-00	21662452
Dune Group Limited	Natwest	-	50-00-00	21662460
Dune Group Limited	Natwest	-	50-00-00	21662479
Dune Group Limited	Natwest	-	50-00-00	21662487
Dune Group Limited	Natwest	-	50-00-00	21662495

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Short particulars

Dune Group Limited	Natwest	-	50-00-00	NXNFTDWF - DKK00
Dune International Limited	Natwest	-	50-00-00	21662371
Dune International Limited	Natwest	-	50-00-00	NXNFTDXH - USD00
Dune International Limited	Natwest	-	50-00-00	NXNFTDXJ - EUR00

### Part II Other Accounts

Chargor	Bank	Branch	Sort Code	Account No
Dune Holdings Limited	Natwest	-	50-00-00	21662339
Dune Group Limited	Natwest	-	50-00-00	21662347
Dune Group Limited	Natwest	-	50-00-00	NXNFTDWW - USD00
Dune Group Limited	Natwest	-	50-00-00	NXNFTDWX - EUR
Dune Group Limited	Natwest	-	50-00-00	NXNFTDWY - DKK00

### Schedule 3

### Group Shares

Chargor	Company Name	Type of Share	Number of Shares
Dune Holdings Limited	Dune Group Limited	Ordinary	1,000,000
Dune Holdings Limited	Dune International Limited	Ordinary	100
Dune Holdings Limited	Dune Footwear Limited	Ordinary	100
Dune Group Limited	Dune Shoes Ireland Limited	Ordinary	100

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#### Schedule 4

#### Specified Equipment

None as at the date of the Debenture

#### Schedule 5

#### Specified Intellectual Property

#### Trade Marks

Country	Mark	Owner	Classes	Application Date	Application No	Registration Date	Registration No	Status	Renewal Date
Australia	BLACK SAND	Dune Holdings Limited	25	18-Dec-2007	1215867	11-Nov-2009	1215867	Registered	18-Dec-2017
Australia	HEAD OVER HEELS	Dune Holdings Limited	18, 25	25-Aug-2011	1444902	3-May-2012	1444902	Registered	25-Aug-2021
Bahrain		Dune Holdings Limited	25	04-Nov-2002	32216	28-Aug-2008	32216	Registered, under going renewal	04-Nov-2012
Bahrain	DUNE LONDON	Dune Holdings Limited	35	28-Mar-2007	54784	28-Mar-2007	54784	Registered	28-Mar-2017
Canada	DUNE	Dune Holdings Limited	n/a	24-Apr-2001	1100670	17-Nov-2004	TMA625733	Registered	17-Nov-2019
Canada	DUNE	Dune Holdings Limited	n/a	31-May-2007	1349657	18-Nov-2009	TMA753,320	Registered	18-Nov-2024
China*	DUNE	Dune Holdings Limited	25	23-May-2003	805155	19-Mar-2009	G805155	Registered	23-May-2013
Estonia*	DUNE	Dune Holdings Limited	25	23-May-2003	805155	23-May-2003	805155	Registered	23-May-2013
European Community	HEAD OVER HEELS	Dune Holdings Limited	18, 25, 35	10-Jul-2006	5218052	10-Sep-2007	5218052	Registered	10-Jul-2016
European Community	DUNE	Dune Holdings Limited	18, 25, 35	04-Aug-2006	5276175	19-Nov-2007	5276175	Registered	04-Aug-2016
European Community	DUNE LONDON	Dune Holdings Limited	18, 25, 35	23-Jan-2007	5660741	07-Dec-2007	5660741	Registered	23-Jan-2017
European Community	BLACK SAND	Dune Holdings Limited	25	17-Jul-2007	6107536	10-Dec-2009	6107536	Registered	17-Jul-2017
European Community	BLACK SAND FOR DUNE	Dune Holdings Limited	18, 25, 35	23-Apr-2008	6859656	10-Dec-2009	6859656	Registered	23-Apr-2018



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Country	Mark	Owner	Class	Application Date	Application No	Registration Date	Registration No	Status	Renewal Date
European Community	BLACK SAND BY DUNE	Dune Holdings Limited	25	23-May-2008	6931398	10-Dec-2009	6931398	Registered	23-May-2018
France*	DUNE	Dune Holdings Limited	25	23-May-2003	805155	23-May-2003	805155	Registered	23-May-2013
Hong Kong	DUNE	Dune Holdings Limited	25	20-May-2003	30021699	10-Oct-2003	30021699	Registered	20-May-2013
Hong Kong	DUNE	Dune Holdings Limited	18, 25	16-May-2007	300871506	17-Nov-2008	300871506	Registered	15-May-2017
India	DUNE	Warwick Limited (undergoing recordal of assignment to Dune Holdings Limited)	25	21-May-2003	1200189	17-May-2005	1200189	Registered	21-May-2013
Indonesia	DUNE	Warwick Limited (undergoing recordal of assignment to Dune Holdings Limited)	35	02-Jun-2006	2006017332	29-Aug-2008	IDM000148247	Registered completing assignment recordal	02-Jun-2016
Israel	DUNE LONDON	Dune Holdings Limited	18	18-Nov-2007	205893	18-Nov-2007	205893	Registered	18-Nov-2017
Israel	DUNE LONDON	Dune Holdings Limited	35	18-Nov-2007	205895	18-Nov-2007	205895	Registered	18-Nov-2017
Israel	DUNE	Dune Holdings Limited	25	06-Feb-2007	197661	12-Oct-2010	197661	Registered	6-Feb-2017
Israel	DUNE	Dune Holdings Limited	18	06-Feb-2007	197660	10-Mar-2009	197660	Registered	06-Feb-2017
Israel	DUNE	Dune Holdings Limited	35	06-Feb-2007	197662	10-Mar-2009	197662	Registered	06-Feb-2017
Japan*	DUNE	Dune Holdings Limited	25	23-May-2003	805155	23-May-2003	805155	Registered	23-May-2013
Jordan	DUNE LONDON	Dune Holdings Limited	35	24-Sep-2006	88055	11-Jun-2007	88055	Registered	24-Sep-2016
Jordan	DUNE	Dune Holdings Limited	25	24-Sep-2006	88053	11-Jun-2007	88053	Registered	24-Sep-2016
Jordan	DUNE	Dune Holdings Limited	18	24-Sep-2006	88315	14-Jun-2007	88315	Registered	24-Sep-2016

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Short particulars

Country	Mark	Owner	Class es	Applicatio n Date	Applica tion No	Registr ation Date	Registr ation No	Status	Renew al Date
Jordan	DUNE	Dune Holdings Limited	35	24-Sep-2006	88054	11-Jun-2007	88054	Regist ered	24-Sep-2016
Kuwait	DUNE	Dune Holdings Limited	25	09-Mar-2003	58628	19-Jul-2008	49615	Regist ered	08-Mar-2013
Kazakhstan	DUNE	Dune Holdings Limited	18,25	03-Jul-09	47342	15-Jul-2010	33154	Regist ered	03-Jul-2019
Kuwait	DUNE	Dune Holdings Limited	18	16-May-2007	85772	03-Dec-2008	72125	Regist ered	15-May-2017
Kuwait	DUNE	Dune Holdings Limited	25	16-May-2007	85773	03-Dec-2008	72126	Regist ered	15-May-2017
Latvia*	DUNE	Dune Holdings Limited	25	23-May-2003	805155	23-May-2003	805155	Regist ered	23-May-2013
Lebanon	DUNE LONDON	Dune Holdings Limited	18 25, 35	09-Apr-2008	115734	09-Apr-2008	115734	Regist ered	09-Apr-2023
Lebanon	DUNE	Dune Holdings Limited	18 25, 35	09-Apr-2008	115733	09-Apr-2008	115733	Regist ered	09-Apr-2023
Lithuania*	DUNE	Dune Holdings Limited	25	23-May-2003	805155	23-May-2003	805155	Regist ered	23-May-2013
Malaysia	DUNE	Warwick Limited (awaiting confirmation of recordal to Dune Holdings Limited)	25	28-Apr-2006	6007040	28-Apr-2006	6007040	Regist ered	28-Apr-2016
Malaysia	DUNE	Warwick Limited (awaiting confirmation of recordal to Dune Holdings Limited)	35	28-Apr-2006	6007039	09-Sep-2008	6007039	Regist ered	28-Apr-2016
Malaysia	DUNE	Dune Holdings Limited	18	16-Aug-2007	7016061	13-Oct-2011	7016061	Regist ered	16-Aug-2017
Morocco	DUNE	Dune Holdings Limited	18, 25, 35	17-May-2010	130975	17-May-2010	130975	Regist ered	17-May-2020
New Zealand	DUNE	Dune Holdings Limited	25, 35	31-Mar-2006	745615	31-Mar-2006	745615	Regist ered	31-Mar-2016
New Zealand	DUNE	Dune Holdings Limited	18 25	16-May-2007	768474	8-Apr-2010	768474	Regist ered	16-May-2017
Norway*	DUNE	Dune Holdings Limited	25	23-May-2003	805155	23-May-2003	805155	Regist ered	23-May-2013
Oman	DUNE	Dune Holdings Limited	18	19-May-2007	45050	31-May-2009	45050	Regist ered	19-May-2017

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Short particulars

Country	Mark	Owner	Class es	Applicatio n Date	Applica tion No	Registr ation Date	Registr ation No	Status	Renew al Date
Oman	DUNE	Dune Holdings Limited	25	19-May-2007	45051	6-Oct-2010	45051	Regist ered	19-May-2017
Oman	DUNE	Dune Holdings Limited	25	16-Jul-2002	28551	01-Nov-2009	28551	Regist ered	16-Jul-2022
Oman	DUNE LONDON	Dune Holdings Limited	35	12-Nov-2007	47888	09-Feb-2009	47888	Regist ered	12-Nov-2017
Philippine s	DUNE	Dune Holdings Limited	25 35	07-Apr-2006	4-2006-003866	28-May-2007	42006003866	Regist ered	28-May-2017
Poland*	DUNE	Dune Holdings Limited	25	23-May-2003	805155	23-May-2003	805155	Regist ered	23-May-2013
Qatar	DUNE	Dune Holdings Limited	25	14-Jul-2002	27897	29-Jan-2007	27897	Regist ered	14-Jul-2022
Qatar	DUNE	Dune Holdings Limited	18	16-Aug-2007	46137	24-Jul-2008	46137	Regist ered	16-Aug-2017
Qatar	DUNE	Dune Holdings Limited	25	16-Aug-2007	46138	24-Jul-2008	46138	Regist ered	16-Aug-2017
Qatar	DUNE LONDON	Dune Holdings Limited	35	11-Nov-2007	47460	11-Nov-2008	47460	Regist ered	11-Nov-2017
Republic of Korea	DUNE	Dune Holdings Limited	25	07-Jul-2003	2003-30753	02-Nov-2004	597923	Regist ered	02-Nov-2014
Russian Federatio n*	DUNE	Dune Holdings Limited	25	23-May-2003	805155	23-May-2003	805155	Regist ered	23-May-2013
Russian Federatio n	DUNE	Dune Holdings Limited	18, 35	11-Aug-2006	2006722813	14-Dec-2007	339472	Regist ered	11-Aug-2016
Russian Federatio n	DUNE LONDON	Dune Holdings Limited	35	11-Aug-2006	2006722815	20-Nov-2007	337552	Regist ered	11-Aug-2016
Russian Federatio n	BLACK SAND	Dune Holdings Limited	18 25	21-Dec-2007	2007740362	05-Mar-2009	373736	Regist ered, reque st to limit applic ation filed	21-Dec-2017
Saudi Arabia	DUNE	Dune Holdings Limited	25	31-Oct-2000	67651	04-Feb-2002	614/87	Regist ered	25-Mar-2020
Saudi Arabia	DUNE	Dune Holdings Limited	18	24-Mar-2007	114803	13-Nov-2007	955/99	Regist ered	24-Nov-2016
Saudi Arabia	DUNE	Dune Holdings Limited	25	31-Jul-2007	120237	30-Jan-2012	1316/28	Regist ered	11 April 2017
Saudi Arabia	DUNE LONDON	Dune Holdings Limited	35	24-Mar-2007	114804	tbc	964/7	Regist ered, await ing certific ate	tbc

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Singapore	DUNE	Dune Holdings Limited	18	07-Aug-2006	T06/16 224D	07-Aug-2006	T06/16 224D	Registered	07-Aug-2016
Singapore	DUNE LONDON	Dune Holdings Limited	35	07-Aug-2006	T06/16 2271	07-Aug-2006	T06/16 2271	Registered	07-Aug-2016
Slovakia*	DUNE	Dune Holdings Limited	25	23-May-2003	805155	23-May-2003	805155	Registered	23-May-2013
South Africa	DUNE	Dune Holdings Limited	18	17-May-2007	2007/1 0291	19-Feb-2010	2007/1 0291	Registered	17-May-2017
South Africa	DUNE	Dune Holdings Limited	25	20-May-2003	2003/0 8098	20-Jan-2010	2003/0 8098	Registered	20-May-2013
South Africa	DUNE	Dune Holdings Limited	25	17-May-2007	2007/1 0292	19-Feb-2010	2007/1 0292	Registered	17-May-2017
South Africa	DUNE	Dune Holdings Limited	35	20-Nov-2007	2007- 26804	20-Nov-2007	2007- 26804	Registered	20-Nov-2017
Switzerland*	DUNE	Dune Holdings Limited	25	23-May-2003	805155	23-May-2003	805155	Registered	23-May-2013
Czech Republic*	DUNE	Dune Holdings Limited	25	23-May-2003	805155	23-May-2003	805155	Registered	23-May-2013
Taiwan	DUNE	Dune Holdings Limited	25	14-Jul-2003	920434 98	01-Apr-2004	109331 2	Registered	31-Mar-2014
Taiwan	DUNE	Dune Holdings Limited	18, 25	29-Jun-2007	960307 20	16-Jul-2008	132036 7	Registered	15-Jul-2018
Thailand	DUNE	Dune Holdings Limited	35	19-Mar-2007	656138	09-Jan-2008	Bor364 58	Registered	18-Mar-2017
Thailand	DUNE	Dune Holdings Limited	18	22-May-2007	661882	22-May-2007	279258	Registered	21-May-2017
Thailand	DUNE	Dune Holdings Limited	25	19-Mar-2007	656137	9-Jan-2008	656138	Registered	18-Mar-2017
Thailand	DUNE	Dune Holdings Limited	25	22-May-2007	661883	28-Mar-2011	TM332 018	Registered	21-May-2017
Tunisia	DUNE	Dune Holdings Limited	18, 25, 35	24-Mar-2010	EE 100660	29-Dec-2010	TN/E/2 010/66 0	Registered	24-Mar-2020
Turkey*	DUNE	Dune Holdings Limited	25	23-May-2003	805155	23-May-2003	805155	Registered	23-May-2013
Ukraine	DUNE LONDON	Dune Holdings Limited	35	30-Apr-2008	m 2008 08599	25-Nov-2009	115003	Registered	30-Apr-2018
Ukraine	DUNE	Dune Holdings Limited	18, 25, 35	30-Apr-2008	m 2008 08601	25-Nov-2009	115005	Registered	30-Apr-2018

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## 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

Country	Mark	Owner	Classes	Application Date	Application No	Registration Date	Registration No	Status	Renewal Date
United Arab Emirates	DUNE	Dune Holdings Limited	25	01-Sep-2002	49217	19-May-2003	40102	Registered, under going renewal	01-Sep-2012
United Arab Emirates	DUNE	Dune Holdings Limited	35	25-Feb-2006	77983	17-Mar-2009	93819	Registered	25-Feb-2016
United Arab Emirates	DUNE	Dune Holdings Limited	18	05-Sep-2007	99653	19-Apr-2010	102031	Registered	05-Sep-2017
United Arab Emirates	DUNE	Dune Holdings Limited	25	05-Sep-2007	99654	19-Apr-2010	102032	Registered	05-Sep-2017
United Arab Emirates	BLACK SAND	Dune Holdings Limited	25	17-Jan-2008	105436	10-May-2010	103119	Registered	17-Jan-2018
United Kingdom	DUNE	Dune Holdings Limited	25	10-Jul-1990	1431627	10-Apr-1992	1431627	Registered	10-Jul-2017
United Kingdom	BLACK SAND	Dune Holdings Limited	25	18-Jul-2007	2461791	29-Jan-2010	2461791	Registered	18-Jul-2017
United Kingdom	BLACK SAND BY DUNE	Dune Holdings Limited	25	23-May-2008	2488284	12-Dec-2008	2488284	Registered	23-May-2018
United States of America	DUNE	Dune Holdings Limited	25 35	20-Apr-2006	78865782	09-Feb-2010	3747858	Registered	09-Feb-2020
United States of America	DUNE LONDON	Dune Holdings Limited	35	20-Apr-2006	78865784	07-Dec-2010	3885451	Registered	07-Dec-2020
United States of America	DUNE LONDON	Dune Holdings Limited	18, 25	01-Feb-2007	77097310	09-Jun-2009	3633591	Registered	09-Jun-2019
United States of America	BLACK SAND BY DUNE	Dune Holdings Limited	25	18-Jun-2008	77502437	23-Mar-2010	3762109	Registered	23-Mar-2020
United States of America	BLACK SAND	Dune Holdings Limited	25	11-Jan-2008	77369630	01-Mar-2011	3925883	Registered	01-Mar-2021
Uzbekistan	DUNE	Dune Holdings Limited	18, 25	02-Jul-2009	MGU20090892	18-Mar-2010	MGU19358	Registered	03-Apr-2019
European Community	BERTIE	Dune Holdings Limited	18, 25, 35	12-Apr-01	2175800	28-Nov-06	2175800	Registered	12-Apr-21
United Kingdom	BERTIE	Dune Holdings Limited	25	20-Apr-82	1173621	20-Apr-82	1173621	Registered	20-Apr-13
United Kingdom	<i>Bertie</i>	Dune Holdings Limited	25	20-Apr-82	1173622	20-Apr-82	1173622	Registered	20-Apr-13
United States of America	BERTIE	Dune Holdings Ltd	25	18-Dec-02	76476550	07-Sep-04	2880784	Registered	07-Sep-14
Australia	PIED A TERRE	Dune Holdings Limited	18	03-Sep-03	968558	16-Aug-06	968558	Registered	03-Sep-13

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
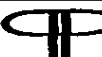
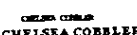
## Particulars of a mortgage or charge

6

### Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

Country	Mark	Owner	Classes	Application Date	Application No	Registration Date	Registration No	Status	Renewal Date
European Community		Dune Holdings Limited	18, 25, 35	27-Oct-99	1365428	20-Dec-00	1365428	Registered	27-Oct-19
European Community	PIED A TERRE	Dune Holdings Limited	09, 18, 25	19-Aug-98	910547	02-Sep-04	910547	Registered	19-Aug-18
European Community	PIED A TERRE	Dune Holdings Limited	3, 16, 35	27-Oct-99	1361930	05-Feb-01	1361930	Registered	27-Oct-19
European Community	PIED A TERRE	Dune Holdings Limited	9, 14, 18, 20, 21, 24, 25	06-Apr-09	8201584	16-Mar-10	8201584	Registered	06-Apr-19
European Community	 PIED A TERRE	Dune Holdings Limited	9, 14, 18, 20, 21, 24, 25, 35	19-Jun-09	8375404	05-Apr-10	8375404	Registered	19-Jun-19
United Kingdom	<i>Pied a terre</i>	Dune Holdings Limited	25	03-Mar-87	1302715	17-Nov-89	1302715	Registered	03-Mar-18
United Kingdom	 <i>Pied a terre</i>	Dune Holdings Limited	18	10-Oct-88	1360284	03-Aug-90	1360284	Registered	10-Oct-15
United Kingdom	PIED A TERRE	Dune Holdings Limited	3	16-Dec-97	2153834	23-Apr-99	2153834	Registered	16-Dec-17
United Kingdom	PIED A TERRE	Dune Holdings Limited	35, 39, 42	18-Nov-98	2182446	04-Jan-02	2182446	Registered	18-Nov-18
United Kingdom		Dune Holdings Limited	25	20-Sep-99	2209193	05-May-00	2209193	Registered	20-Sep-19
European Community	CHELSEA COBBLER	Dune Holdings Limited	14, 18, 25	07-Jan-98	715961	06-Apr-99	715961	Registered	17-Jan-18
United Kingdom	 CHELSEA COBBLER	Dune Holdings Limited	25	22-Jul-97	2139755	05-Mar-99	2139755	Registered	22-Jul-17
European Community	ROBERTO VIANNI	Dune Holdings Limited	18, 25, 35	12-Apr-01	2175859	14-May-03	2175859	Registered	12-Apr-21
United Kingdom	ROBERTO VIANNI	Dune Holdings Limited	18	09-Apr-92	1497371	25-Jun-93	1497371	Registered	09-Apr-19
United Kingdom	ROBERTO VIANNI	Dune Holdings Limited	25	09-Apr-92	1497372	09-Apr-09	1497372	Registered	09-Apr-19
European Community	ROLAND CARTIER	Dune Holdings Limited	18, 25, 35	23-Jun-10	009197047	06-Dec-10	009197047	Registered	23-Jun-20
United Kingdom	ROLAND CARTIER	Dune Holdings Limited	25	25-Oct-89	1402888	13-Dec-91	1402888	Registered	25-Oct-16
United Kingdom	ROLAND CARTIER	Dune Holdings Limited	25	20-Feb-81	1149188	20-Feb-81	1149188	Registered	20-Feb-22

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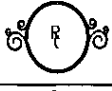

## Particulars of a mortgage or charge

6

### Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

Country	Mark	Owner	Classes	Application Date	Application No	Registration Date	Registration No	Status	Renewal Date
United Kingdom		Dune Holdings Limited	16	12-Jan-93	1523863	19-May-95	1523863	Registered	12-Jan-20
United Kingdom		Dune Holdings Limited	18	12-Jan-93	1523864	19-May-95	1523864	Registered	12-Jan-20
United Kingdom		Dune Holdings Limited	25	12-Jan-93	1523865	19-May-95	1523865	Registered	12-Jan-20
European Community	THE SHOE STUDIO	Dune Holdings Limited	18, 25, 35	27-May-03	3200128	16-Mar-05	3200128	Registered	27-May-13
United Kingdom	THE SHOE STUDIO	Dune Holdings Limited	25	27-May-03	2333225	20-May-05	2333225	Registered	27-May-13
European Community	VIVALDI	Dune Holdings Limited	25, 35	05-Dec-02	2961761	04-Feb-05	2961761	Registered, awaiting instructions to renew or abandon	05-Dec-12
United Kingdom	VIVALDI	Dune Holdings Limited	25	12-Jul-90	1431973	13-Mar-92	1431973	Registered	12-Jul-17
United Kingdom	VIVALDI	Dune Holdings Limited	18	26-Jul-90	1433452	10-Apr-92	1433452	Registered	26-Jul-17

### Pending trade mark applications

Country	Mark	Owner	Classes	Application Date	Application No	Status	Deadline
Algeria	DUNE	Dune Holdings Limited	18 25, 35	24-Mar-2010	100859	Provisional refusal issued on basis of earlier DUNE mark in name of Christian Dior Parfums Arguments filed against refusal, awaiting response from Registry	n/a
Australia	DUNE	Dune Holdings Limited	18, 25, 35	13-Mar-2007	1165753	Suspended pending cancellation action against DUNES RASH PRO	n/a

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## 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

Country	Mark	Owner	Classes	Application Date	Application No	Status	Deadline
Australia	DUNE LONDON	Dune Holdings Limited	35	12-Nov-2007	1209554	Suspended pending cancellation action against DUNES RASH PRO	n/a
Australia*	DUNE	Dune Holdings Limited	25	23-May-2003	961910	Suspended pending cancellation action against DUNES RASH PRO	16 Oct 2012 Acceptance deadline
Bahrain	HEAD OVER HEELS	Dune Holdings Limited	25	n/a	n/a	Not yet filed – awaiting power of attorney	n/a
China	DUNE	Dune Group Limited	18	18-Jul-2012	11222056	Application filed, awaiting examination	n/a
China	DUNE	Dune Group Limited	35	18-Jul-2012	11222055	Application filed awaiting examination	n/a
China	HEAD OVER HEELS	Dune Group Limited	18	18-Jul-2012	11222059	Application filed awaiting examination	n/a
China	HEAD OVER HEELS	Dune Group Limited	25	18-Jul-2012	11222058	Application filed awaiting examination	n/a
China	HEAD OVER HEELS	Dune Group Limited	35	18-Jul-2012	11222057	Application filed, awaiting examination	n/a
India	DUNE	Dune Holdings Limited	18, 25, 35	03-Aug-2007	1587267	Examination report received, hearing requested	n/a
India	DUNE LONDON	Dune Holdings Limited	18, 25, 35	14-Nov-2007	1620716	Examination report received, hearing requested	n/a
India	HEAD OVER HEELS	Dune Group Limited	18,25,35	30-Jul-2012	2372052	Application filed awaiting examination	n/a
India	PIED A TERRE	Dune Group Limited	18,25,35	30-Jul-2012	2370253	Application filed awaiting examination	n/a
India	BLACK SAND	Dune Group Limited	25	tbc	2384825	Application filed, awaiting examination	n/a



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## 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

Country	Mark	Owner	Classes	Application Date	Application No	Status	Deadline
Kuwait	DUNE LONDON	Dune Holdings Limited	35	11-Nov-2007	89762	Application filed, awaiting examination	n/a
Libya	DUNE	Dune Holdings Limited	18	04-Jul-2010	20622	Application filed awaiting examination	n/a
Libya	DUNE	Dune Holdings Limited	25	04-Jul-2010	20623	Application filed awaiting examination	n/a
Libya	DUNE	Dune Holdings Limited	35	04-Jul-2010	20624	Application filed awaiting examination	n/a
Oman	HEAD OVER HEELS	Dune Holdings Limited	25	02-Oct-2011	70509	Application published	n/a
Pakistan	DUNE	Dune Holdings Limited	18	16-May-2007	236390	Response to exam report filed at IPO, awaiting further news	n/a
Pakistan	DUNE	Dune Holdings Limited	25	16-May-2007	236391	Application accepted	n/a
Pakistan	DUNE	Dune Holdings Limited	35	16-May-2007	236392	Response to exam report filed at IPO, awaiting further news	n/a
Philippines	DUNE	Dune Holdings Limited	18 25	23-May-2007	42007500398	Registered awaiting certificate	n/a
Qatar	HEAD OVER HEELS	Dune Holdings Limited	25	18-Sep-2011	70351	Application filed, awaiting examination	n/a
Russia	HEAD OVER HEELS	Dune Holdings Limited	18,25	25-Aug-2011	2011727753	Application filed, awaiting examination	n/a
Saudi Arabia	HEAD OVER HEELS	Dune Holdings Limited	18	18-Sep-2011	172308	Application filed, awaiting examination	n/a
Saudi Arabia	HEAD OVER HEELS	Dune Holdings Limited	25	18-Sep-2011	172309	Application accepted awaiting publication	n/a
Sudan	DUNE	Dune Holdings Limited	18	26-Sep-2010	43400	Application filed, awaiting examination	n/a

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## 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

Country	Mark	Owner	Classes	Application Date	Application No	Status	Deadline
Sudan	DUNE	Dune Holdings Limited	25	26-Sep-2010	43401	Application filed, awaiting examination	n/a
Sudan	DUNE	Dune Holdings Limited	35	26-Sep-2010	43402	Application filed, awaiting examination	n/a
United Arab Emirates	HEAD OVER HEELS	Dune Holdings Limited	18	22-Sep-2011	162823	Published awaiting news re registration	n/a
United Arab Emirates	HEAD OVER HEELS	Dune Holdings Limited	18	22-Sep-2011	162824	Published, awaiting news re registration	n/a
United States of America	HEAD OVER HEELS	Dune Holdings Limited	18 25	02-Sep-2011	85414500	Refusal issued against Class 26 goods Application has been divided so Class 18 goods can proceed Investigating owner of earlier cited mark re Class 25 goods, arguments filed	n/a
Country	Mark	Classes	Application Date	Application No	Owner	Status	Deadline
Australia	BERTIE	Dune Holdings Limited	18	17-Jun-09	1304863	Accepted, awaiting further news	n/a
European Community	BERTIE	Dune Holdings Limited	9, 14, 18, 20, 21, 24 25	06-Apr-09	8201477	Under opposition in negotiations with NKD, cooling-off period extended	Cooling-off period expires on 30-Mar-2013

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## 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

- 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

### 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 870).

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 866). 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

Please sign the form here

Signature

/

Signature

X Norton Rose

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 ADUN/LN56849

Company name Norton Rose LLP (Collect  
London Counters)

Address

Post town

County/Region

Postcode

Country

DX

Telephone +44 (0)20 7283 6000



### 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,  
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. 4150739  
CHARGE NO. 4**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A DEBENTURE DATED 19  
SEPTEMBER 2012 AND CREATED BY DUNE HOLDINGS  
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME  
DUE FROM EACH OBLIGOR TO BURDALE FINANCIAL LIMITED  
ON ANY ACCOUNT WHATSOEVER WAS REGISTERED  
PURSUANT TO CHAPTER 1 PART 25 OF THE COMPANIES ACT  
2006 ON THE 21 SEPTEMBER 2012**

**GIVEN AT COMPANIES HOUSE, CARDIFF THE 26 SEPTEMBER  
2012**

LC



*Companies House*  
— for the record —



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