

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
use form MG01s

THURSDAY



A37

A1CICBWJ

05/07/2012

#33

COMPANIES HOUSE

1

Company details

Company number

0 4 9 0 3 9 4 0

Company name in full

BWIN PARTY Marketing (UK) Limited

For official use

2

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

2 9 0 6 2 0 1 2

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'

Rent deposit deed dated 29 June 2012 between LS One New Change Limited
(the **Landlord**) and BWIN PARTY Marketing (UK) Limited (the **Tenant**) (as
amended from time to time) (the **Rent Deposit Deed**)

4

Amount secured

Amount secured

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

The Landlord shall hold the Deposit as security
for
(a) the entry into the Lease by the Tenant pursuant
to the Agreement for Lease,
(b) the payment by the Tenant of the Basic Rent and
Service Charge (both as such terms are defined in
the Lease), insurance rent and other monies plus
value added tax thereon due from the Tenant in
accordance with the terms of the Lease, and
(c) the performance and observance by the Tenant of
all and any of the conditions and covenants on its
part contained in the Lease

Lease means the underlease to be granted by the
Landlord to the Tenant pursuant to the Agreement
for Lease of premises known as part Floor 3, One
New Change, London, EC4 for a term of 5 years

Continuation page

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

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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

Continuation page

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

Name

LS One New Change Limited

Address

5 Strand

London

Postcode

W C 2 N 5 A F

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

The deposit with the Landlord of the sum of £1,511,093 (the **Deposit**)

Negative pledge

The Tenant shall not create agree to create or permit to exist any trust interest or Security Interest ranking in point of priority of any nature whatsoever (including such as arises by operation of law or any enactment) in over or affecting the Deposit Account and/or the Deposit

Security Interest means a mortgage charge pledge lien assignment encumbrance right of set off or security interest whatsoever howsoever created or arising or any other agreement arrangement or court order having substantially the same economic effect as the foregoing

Deposit Account means the designated deposit account in the name of the Landlord with the Bank (the name of the account to contain reference to the Tenant's name) and any other account with a UK clearing bank that may from time to time be substituted therefore by the Landlord (acting reasonably) (and notified to the Tenant as soon as reasonably practicable) to hold the deposit whether by way of transfer of monies redesignation renumbering or otherwise

Bank means the bank at which the Deposit Account is held from time to time

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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 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 X Freshfields Bruckhaus Deringer 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

Joanna Davies 124964-0191

Company name

Freshfields Bruckhaus Deringer LLP

Address

65 Fleet Street

London

England

Post town

United Kingdom

County/Region

Postcode

E

C

4

Y

1

H

S

Country

DX

DX 23 London/Chancery Lane

Telephone

020 7936 4000



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 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. 4903940
CHARGE NO. 2**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A RENT DEPOSIT DEED DATED 29
JUNE 2012 AND CREATED BY BWIN.PARTY MARKETING (UK)
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE COMPANY TO LS ONE NEW CHANGE LIMITED
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 5 JULY 2012**

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9 JULY 2012

St



Companies House
— for the record —



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