

MG01

Particulars of a mortgage or charge

144597/26

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.

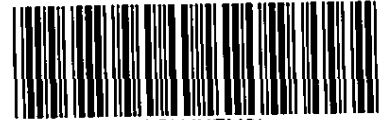
☒ **What this form is for**

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.

MONDAY



ACHJNEM9

A36

02/11/2009

67

COMPANIES HOUSE

1 Company details

Company number 0 5 5 6 4 4 5 2

Company name in full Keronite Group Limited

3 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 *

2 Date of creation of charge

Date of creation d 1 4 m 1 0 y 2 0 0 9

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

4 Amount secured

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

Amount secured

All monies from time to time due or owing, and all obligations and other actual or contingent liabilities from time to time incurred, by the Chargor to the holders of the Keronite Group Limited £700,000 secured loan notes 2012 ("Noteholders") under the Debenture or the instrument constituting the Keronite Group Limited £700,000 secured loan notes 2012 in what ever currency; whether due, owing or incurred alone or jointly with others as principal, surety or otherwise; and including monies and liabilities purchased or transferred to the Noteholders but excluding any money, obligation or liability which would cause the covenant in clause 2.1 of the Debenture or the security constituted by the Debenture to be unlawful or prohibited by any applicable law or regulation

Continuation page

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

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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 Taylor Vinters Services Limited as Security Trustee for the Noteholders

Address Merlin Place, Milton Road
Cambridge

Postcode C B 4 0 D P

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

By way of first fixed charge (which so far as it relates to land in England and Wales shall be by way of first legal mortgage and so far it relates to other assets shall take effect by way of equitable mortgage):

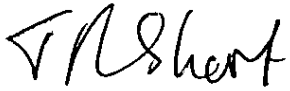
- (a) all of its rights in any land (together the "Mortgaged Properties") in each case together with all rights in all buildings, structures, erections, fixtures and fittings (including trade fixtures and fittings) from time to time on any of the Mortgaged Properties and any proceeds of disposal of any of the Mortgaged Properties;
- (b) all of its rights in any plant, machinery, vehicles, equipment and other chattels (but excluding its stock or work in progress);
- (c) any goodwill and uncalled capital from time to time and all of its rights to future calls in respect of capital;
- (d) all of its rights in any credit balances on any other bank accounts and the indebtedness represented by them;
- (e) all of its rights in any book or other debt, revenue or claim (and the proceeds of any debt, revenue or claim) and the benefit of any security interest, guarantee or other right of any nature in relation to any of them;
- (f) all of its rights in any share, stock, debenture, bond or other security or investment (in each case together with any associated dividends, interests and other assets) in which it has any rights and all its rights against any nominee or other trustee, fiduciary, custodian or clearing system;
- (g) all of its rights in any intellectual property, including patents, utility models, trade and service marks, trade names, domain names, rights in designs, copyrights, moral rights, topography rights, rights in databases, trade secrets and know how, in all cases whether registered or registerable and including registrations and applications for registration of any of these and rights to apply for the same and all rights and forms of protection of a similar nature or having equivalent or similar effect to these anywhere in the world;
- (h) all licences, consents and other authorisations held in connection with its business or the use of any of the secured assets and all of its rights in connection with them; and
- (i) all of its rights in any agreements, reports and other documents from time to time relating to all or any part of the secured assets.

By way of first floating charge the whole of its undertaking and other assets (other than assets validly and effectively charged or assigned (whether at law or in equity) by way of fixed security). Schedule B1, Paragraph 14 Insolvency Act 1986 shall apply to the floating charge created by the Debenture.

The chargor appoints the Security Trustee as its attorney to do in its name and on its behalf and as its act and deed to execute, deliver and perfect all instruments and other documents and do any other acts and things to carry out any obligation under the debenture.

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7	Particulars as to commission, allowance or discount (if any)	
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">- subscribing or agreeing to subscribe, whether absolutely or conditionally, or- procuring or agreeing to procure subscriptions, whether absolute or conditional, <p>for any debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.</p>	
8	Delivery of instrument	
	<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>	
9	Signature	
Signature	<p>Please sign the form here.</p> <p>Signature</p> <p>X  X</p> <p>This form must be signed by a person with an interest in the registration of the charge.</p>	

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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	Dom Pickersgill
Company name	Taylor Vinters
Address	Merlin Place
Milton Road	
Post town	Cambridge
County/Region	
Postcode	C B 4 0 D P
Country	
DX	724560 CAMBRIDGE 12
Telephone	01223 225187



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. 5564452
CHARGE NO. 3**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 14 OCTOBER
2009 AND CREATED BY KERONITE GROUP LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO TAYLOR VINTERS SERVICES LIMITED 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 2 NOVEMBER
2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 3 NOVEMBER
2009



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES