

MR05

Statement that part or the whole of the property charged
(a) has been released from the charge (b) no longer
forms part of the company's property or undertaking



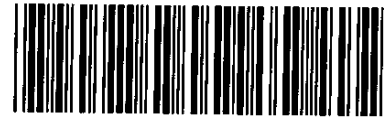
Companies House

You can use the WebFiling service to file this form online.
Please go to www.companieshouse.gov.uk

✓ **What this form is for**
You may use this form to register
a statement that part or the
whole of the property charged
has either (a) been released from
the charge or (b) no longer forms
part of the company's property.

✗ **What this form is NOT for**
You may not use this form to
register this statement against an
LLP. Use form LL MR05.

TUESDAY



LD3 *L7KKØRZN* #15
COMPANIES HOUSE

1 Company details

Company number 0 5 5 9 5 8 9 9

Company name in full LUDORUM PLC

→ **Filling in this form**
Please complete in typescript or in
bold black capitals.
All fields are mandatory unless
specified or indicated by *

2 Charge creation

When was the charge created?

- Before 06/04/2013. Complete **Part A and Part C**
- On or after 06/04/2013. Complete **Part B and Part C**

Part A Charges created before 06/04/2013

A1 Charge creation date

Please give the date of creation of the charge.

Charge creation date 2 3 0 3 2 0 1 2 ✓

A2 Charge number

Please give the charge number. This can be found on the certificate.

Charge number* 0 0 0 5

A3 Description of instrument (if any)

Please give a description of the instrument (if any) by which the charge is
created or evidenced.

Instrument description DEBENTURE - Person entitled: Downing Income Vct 3 PLC

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

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A4

Short particulars of the property or undertaking charged

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

Short particulars

Please see continuation page

Continuation page

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

Part B

Charges created on or after 06/04/2013

B1

Charge code

Please give the charge code. This can be found on the certificate.

Charge code **1**

- -

¹ Charge code

This is the unique reference code allocated by the registrar.

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Part C To be completed for all charges

C1

Cease or release

Please tell us about the property or undertaking:

Part of the property or undertaking charged

- ☐ has been released from the charge.
- ☐ no longer forms part of the company's property or undertaking.
- ☒ has been released from the charge and no longer forms part of the company's property or undertaking.

→ Go to **Section C2**

or

All of the property or undertaking charged

- has been released from the charge.
- no longer forms part of the company's property or undertaking.
- has been released from the charge and no longer forms part of the company's property or undertaking.

→ Go to **Section C3**

C2

Description of assets or property ^①

Please give a brief description of assets or property released from the charge and/or a brief description of any property which has ceased to form part of the company's property or undertaking.

Description of assets or property

The one £1 share in Ludorum Enterprises Limited (company no. 05819219) and

All the intellectual property rights and materials of the Chargor including:

(a) All its rights, title and interests in all copyright rights in and to the Chuggington Programmes and all other Chuggington Property including the goodwill, know how and all other rights and properties in or in relation to the Chuggington Programmes together with the Chuggington websites;

(b) All of its right title and interest in and to the Chuggington trade marks including all goodwill associated with them;

(c) All of its right title and interest in and to the registered designs relating to Chuggington;

(d) All of its right title and interest in and to the domain names and websites relating to Chuggington;

(e) The Chargor's entire benefit of and all other right title and interest in and to all rights agreements entered into by the Chargor in connection with the Chuggington Programmes;

(f) All physical materials created or acquired by the Chargor in connection with the Chuggington Property and the Chuggington Programmes, together with any moulds of toys or characters featured in or relating to the Chuggington Programmes;

(g) All plant and equipment used by the Chargor for the purposes of the Chuggington Programme;

See Continuation page

^① This section must be completed where part of the property or undertaking has been released from the charge or no longer forms part of the company's property or undertaking.

Continuation page

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

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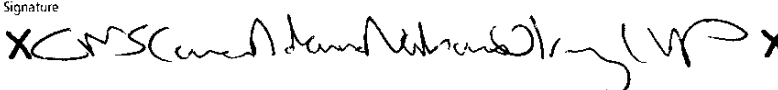
C3

Details of the person delivering this statement and their interest in the charge

	Please give the name of the person delivering this statement
Name	CMS CAMERON MCKENNA NABARRO OLSWANG LLP
	Please give the address of the person delivering this statement
Building name/number	CANNON PLACE
Street	78 CANNON STREET
Post town	LONDON
County/Region	
Postcode	E C 4 N 6 A F
	Please give the person's interest in the charge (e.g. chargor/chargee etc).
Person's interest in the charge	SOLICITOR FOR THE CHARGOR

C4

Signature

	Please sign the form here.
Signature	Signature 

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Statement that part or the whole of the property charged (a) has been released from the charge (b) no longer forms part of the company's property or undertaking



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. The contact information you give will be visible to searchers of the public record.

Contact name **JAMES DOOLING**

Company name **CMS CAMERON MCKENNA**

NABARRO OLSWANG LLP

Address **CANNON PLACE**

78 CANON STREET

Post town **LONDON**

County/Region

Postcode **E C 4 N 6 A F**

Country **UNITED KINGDOM**

DX

Telephone **+442073673693**



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.

Part A Charges created before 06/04/2013

- ☐ You have given the charge date.
☐ You have given the charge number (if appropriate).
☐ You have completed the Description of instrument and Short particulars in Sections A3 and A4.

Part B Charges created on or after 06/04/2013

- ☐ You have given the charge code.

Part C To be completed for all charges

- ☐ You have ticked the appropriate boxes in Section C1.
☐ You have given a description of assets or property released from the charge (if appropriate)
☐ You have given the details of the person delivering this statement in Section C3.
☐ You have signed the form.



Important information

Please note that all information on this form will appear on the public record.



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

MR05 - continuation page

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from the charge (b) no longer forms part of the company's property or undertaking

A4	Short particulars of the property or undertaking charged
Short particulars	Please give the short particulars of the property or undertaking charged. 1 Fixed Charges As security for payment of the Secured Liabilities the Company with full title guarantee hereby charges - 1.1 by way of first legal mortgage all the Premises specified in the Schedule together with all buildings and fixtures (including trade and tenant's fixtures) at any time thereon, 1.2 by way of first legal mortgage all other Premises together with all buildings and fixtures (including trade and tenant's fixtures) at any time thereon, 1.3 by way of first fixed charge all other interests (not being charged by clause 3.1.1 of the Debenture (paragraph 1.1 above)) which the Company now has or may in the future have in any freehold or leasehold property, the buildings and fixtures (including trade and tenant's fixtures), at any time thereon, all proceeds of sale derived therefrom and the benefit of all covenants given in favour of the Company or to which the Company is entitled in respect thereof and all licences now or in the future held by the Company to enter upon or use land and the benefit of all other agreements relating to land to which the Company is or may become entitled, 1.4 by way of first fixed charge all plant and machinery, tools, vehicles, furniture and other tangible moveable property which the Company now owns or is interested in or in the future owns or becomes interested in, 1.5 by way of first fixed charge all the goodwill and uncalled capital for the time being of the Company, 1.6 by way of first fixed charge all stocks, shares, debentures, bonds, notes, or other securities which the Company now owns or is interested in or may in the future own or become interested in, 1.7 by way of first fixed charge all rights and interests of the Company in and claims under all policies of insurance either now or in the future held by, or written in favour of, the Company or in which the Company is otherwise interested, 1.8 by way of the first fixed charge all book and other debts or receivables of the Company whether existing now or in the future and whether presently payable or hereafter falling due for payment and all rights and claims of the Company against third parties and against any security in respect of such debts, 1.9 by way of first fixed charge all the Company's present and future Intellectual Property, 1.10 by way of first fixed charge all moneys from time to time standing to the credit of any and all accounts which the Company may from time to time maintain with any bank, financial institution, or other person, 1.11 by way of first fixed charge the benefit of all licences, consents, agreements and authorisations from time to time held or utilised by the Company in connection with its business or the use of any of the Charged Property 2. Floating Charge As further security for the payment of the Secured Liabilities the Company as beneficial owner hereby charges in favour of the Chargee by way of first floating charge all its assets and undertaking whatsoever and wheresoever both present and future and not effectively charged by way of first fixed charge pursuant to the provisions of Clause 3.1 of the Debenture (paragraph 1)

MR05 - continuation page

Statement that part or the whole of the property charged (a) has been released from the charge (b) no longer forms part of the company's property

C2	Description of assets or property ^❶	❶ This section must be completed where part of the property or undertaking has been released from the charge or no longer forms part of the company's property or undertaking.
Description of assets or property	Please give a brief description of assets or property released from the charge and/or a brief description of any property that has ceased to form part of the company's property or undertaking. Where "Chuggington Programmes" means all episodes and series of the children's television programme known as "Chuggington"; and "Chuggington Property" means all Chuggington Programmes, characters, characterizations, depictions, ideas, concepts, themes, plots, scripts, logos, trade marks, music, lyrics, and any other audio and/or video elements embodied in the Chuggington Programmes or prepared for or in connection with the Chuggington Programmes (including musical recordings), all story boards, backgrounds, scenery, story lines and any versions thereof, and all other materials, books and publications, merchandise, websites, social media content, and other materials relating to or derived from the Chuggington Programmes, and all related software, inventions, Know How, trade secrets, confidential information, customer and supplier lists and other proprietary knowledge and information, including without limitation all materials in which Intellectual Property Rights	