

MG01

Particulars of a mortgage or charge



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iris
LASERFORM

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

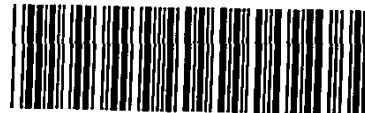
You may use this form to register
particulars of a mortgage or charge
in England and Wales or Northern
Ireland



What this form is NOT

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

THURSDAY



A03

A18NLLDF

10/05/2012

#175

COMPANIES HOUSE

1

Company details

Company number

0 6 4 3 4 4 5 6

Company name in full

Hoole Hall Hotel Limited (the "Company")

4

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

d2 d6 m0 m4 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

Debenture (the "Debenture")

4

Amount secured

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

Amount secured

4
%

(1) all the Company's obligations and liabilities
to the Noteholders of any kind, including, but not
limited to, in respect of the Loan Notes (whether
present or future, actual or contingent);

(2) the Expenses,

(3) Interest on any amount payable under paragraph
(2) above from the date of the demand

(together, the "Obligations")

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	Downing Corporate Finance Limited (as agent and security	
Address	trustee for the Noteholders) (the "Mortgagee")	
	10 Lower Grosvenor Place, London	
Postcode	S W 1 W 0 E N	
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	<p>1. The Company with full title guarantee.</p> <p>1.1 charges to the Mortgagee by way of fixed charge all estates and interests in any Property now and in the future vested in or charged to the Company,</p> <p>1 2 assigns to the Mortgagee the benefit of all covenants, rights, claims and guarantees relating to the Company's present and future Property or that Property's construction, use or title and the benefits of all easements serving or relating to such property, subject to reassignment on redemption;</p> <p>1 3 charges to the Mortgagee by way of fixed charge all rights and interests in and claims under all policies of insurance and assurance now or in the future held, to be held or insuring to the Company's benefit and all rights and claims to which the Company is now or may in the future be entitled under any contracts,</p> <p>1 4 charges to the Mortgagee by way of fixed charge all the plant, machinery, fixtures, fittings, vehicles, computers and equipment now and in the future belonging to the Company and assigns to the Mortgagee all right, title and interest of the Company under any agreements (present or future) relating to the purchase, lease or hire purchase of the same, subject to reassignment on redemption,</p> <p>1 5 charges to the Mortgagee by way of fixed charge all the <u>goodwill and uncalled capital</u> of the Company present and future,</p> <p>1.6 charges to the Mortgagee by way of fixed charge all shares, stock and other securities (whether certificated or uncertificated, represented as units or balance in an account within any clearing or settlement system) now and in the future belonging to the Company;</p>	

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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

- 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 Dickman Dees UP

X

This form must be signed by a person with an interest in the registration of the charge

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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 Laura McNabb (DOW/51/57)

Company name Dickinson Dees LLP

Address St Ann's Wharf

112 Quayside

Newcastle Upon Tyne

Post town

County/Region

Postcode N E 1 3 D X

Country

DX DX 61191 Newcastle Upon Tyne

Telephone Tel 0191 279 9000



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

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Particulars of a mortgage or charge

4	Amount secured
	Please give us details of the amount secured by the mortgage or charge
Amount secured	<p>In this Form MG01, the following words and expressions shall have the following meanings:</p> <p>"Administrator" means an administrator appointed under the Insolvency Act 1986,</p> <p>"Encumbrance" means includes any mortgage, charge (fixed or floating), pledge, lien and any other arrangement or interest (whether by way of assignment, trust, title retention or otherwise) which has the effect of creating security or payment priority,</p> <p>"Expenses" means (a) all expenses (on a full indemnity basis) incurred by an Administrator of the Company in carrying out his statutory functions and that Administrator's remuneration; and (b) all expenses (on a full indemnity basis) including legal and valuation fees, from time to time paid or incurred by the Mortgagee or any Receiver at any time in connection with the Charged Property or the Obligations or in taking, perfecting or enforcing the Debenture or in exercising any right or power under the Debenture or otherwise together with VAT upon such expenses where appropriate and Interest from the date they are incurred;</p> <p>"Interest" means interest at the rate or rates agreed between the Mortgagee and/or the Noteholders and the Company,</p> <p>"Loan Notes" means the £2,000,000 Secured Loan Notes 2013 created by the Loan Note Instrument,</p> <p>"Loan Note Instruments" the instruments dated on or about the date of this Debenture creating the Loan Notes,</p> <p>"Noteholders" means the registered holders for the time being of the Loan Notes;</p> <p>"Property" means any freehold and/or leasehold land and buildings from time to time owned or occupied by the Company,</p> <p>"Receiver" means any person appointed as receiver, administrative receiver, manager or receiver and manager;</p> <p>"VAT" means value added tax or any other tax on added value or on turnover for the time being in force.</p>

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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	<p>1.7 charges to the Mortgagee by way of fixed charge all intellectual property rights now and in the future belonging to the Company,</p> <p>1.8 charges to the Mortgagee by way of fixed charge all present and future bank accounts, cash at bank and credit balances of the Company with the Mortgagee, any bank or any other person and all rights relating to or attaching to them,</p> <p>1.9 charges to the Mortgagee by way of floating charge all the undertaking and all property, assets and rights of the Company present and future wherever situate not from time to time subject to a mortgage, fixed charge or assignment under the Debenture;</p> <p>(together, the "Charged Property")</p> <p>NB: The Debenture contains a restriction to the effect that the Company will not without the Mortgagee's prior written consent create or permit to arise or continue any Encumbrance affecting the Charged Property or increase or extend any liability of the Company secured on any of the Charged Property.</p>	



FILE COPY

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

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

**COMPANY NO. 6434456
CHARGE NO. 4**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 26 APRIL 2012
AND CREATED BY HOOLE HALL HOTEL LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO THE NOTEHOLDERS 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 10 MAY 2012

GIVEN AT COMPANIES HOUSE, CARDIFF THE 16 MAY 2012



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES