

# MG01

## Particulars of a mortgage or charge

Oyez

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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 Scottish company. To do this, please use form MG01s.

THURSDAY



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A05

28/01/2010

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COMPANIES HOUSE

For official use

2

### Filling in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by \*

1

### Company details

Company number

6 7 6 0 9 3 3

Company name in full

Bladon Castle Management Limited

2

### Date of creation of charge

Date of creation

2 6 0 1 2 0 1 0

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

INSTRUMENT CONSTITUTING £600,000 SECURED B LOAN STOCK 2015

4

### Amount secured

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

Amount secured

All monies, obligations and liabilities whatsoever whether for principal interest Premium or otherwise in whatever currency which may now or at any time in the future be due owing or incurred by the Company to the Stockholders or the Security Trustee on their behalf whether present or future actual or contingent and whether alone severally or jointly as principal, guarantor, surety or otherwise and in whatever name or style and whether on any current or other account or in any other manner whatsoever.

(Please see continuation sheets for definitions)

### 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	Matrix Private Equity Partners LLP as Security Trustee and agent for the Stockholders
Address	One Vine Street, London
Postcode	W 1 J 0 A H
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. By way of legal mortgage all right title estate and other interests of the Company in the Property.</p> <p>2. By way of fixed charge:</p> <p>2.1 all right title estate and other interests of the Company in each Property not effectively mortgaged under paragraph 1 above;</p> <p>(No fix) 2.2 such right, title and interest of the Company as it has to and in all plant and machinery now or at any time hereafter vested in or held by or on behalf of the Company and not charged in paragraph 1 and all related spare parts fuels equipment and tools but excluding any plant and machinery for the time being forming part of the Company's stock in trade or work in progress;</p> <p>2.3 all rights in Intellectual Property or similar rights now or hereafter belonging to the Company;</p> <p>2.4 all present and future goodwill and uncalled capital for the time being of the Company;</p> <p>2.5 all the present and future right, title and interest of the Company in the Securities;</p> <p>2.6 all bills of exchange promissory notes and negotiable instruments of any description now or at any time hereafter beneficially owned by the Company; and</p> <p>2.7 all the right, title and interest of the Company to and in the Debts and the benefit of all rights securities and guarantees of any nature whatsoever now or at any time enjoyed or held by the Company.</p> <p>(Please see continuation sheets)</p>
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6	Short particulars of all the property mortgaged or charged
	Please give the short particulars of the property mortgaged or charged.
Short particulars	<p>3. By way of floating charge all the undertaking and all the assets, rights and income of the Company both present and future not otherwise effectively mortgaged, charged or assigned under paragraph 1 and 2.</p> <p>4. The charges created by paragraph 1 and 2 shall constitute fixed charges. The charge created by paragraph 3 shall be a floating charge unless and until it is converted into a fixed charge pursuant to Clause 7 of the Instrument or by operation of law.</p> <p>5. The charges hereby created shall extend to and include all future dividends or interest paid or payable after the date hereof on any of the Securities, and to all rights, moneys or property accruing or offered at any time by way of redemption, conversion, substitution, bonus, preference, option or otherwise to or in respect of the Securities.</p> <p>Definitions</p> <p>Company means Bladon Castle Management Limited;</p> <p>Debts means all present and future book and other debts and other monies due, owing, payable or incurred to the Group or any Group Company and with the benefit of any guarantees indemnities or other assurances against financial loss affecting any of the same and the benefit of any present or future insurance policies (in so far as the same are not already assigned) and all proceeds thereof and all things in action which may give rise to any debt, revenue or claim and any other rights relating thereto including, without limitation, reservations of proprietary rights of trading and unpaid vendor's liens and associated rights;</p> <p>Group means the Company and any of its subsidiaries from time to time;</p> <p>Group Company means the Company, any subsidiary or holding company of the Company and any subsidiary of any such holding company and "Group Companies" means all of such companies;</p> <p>Instrument means the instrument constituting £600,000 Secured Loan Stock 2013;</p> <p>Intellectual Property means all publishing rights, patents (including applications improvements prolongations extensions and rights to apply therefor) designs (whether registered or unregistered) copyrights design rights trade marks and service marks (whether registered or unregistered) utility models trade and business names know-how formulae inventions confidential information trade secrets and computer software programs and systems (including the benefit of any licences or consents relating to any of the above) and all fees royalties or other rights derived therefrom or incidental thereto in any part of the world;</p> <p>Premium means £399,000;</p> <p>(please see continuation sheets)</p>

# MG01 - continuation page

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>Securities means all stocks shares bonds and securities of any kind whatsoever whether marketable or otherwise and all other interests (including but not limited to loan capital) both present and future held by the Company in any person (including any Subsidiary of the Company) and includes all allotments rights benefits and advantages whatsoever at any time accruing, offered or arising in respect of or incidental to the same and all money or property offered at any time by way of dividend conversion redemption bonus preference option or otherwise in respect thereof;</p> <p>Security Trustee means Matrix Private Equity Partners LLP in its capacity as trustee and security agent for the Stockholders;</p> <p>Stock means the principal moneys represented by the £600,000 Secured B Loan Stock 2015 hereby constituted or (as the case may require) the amount thereof and any interest for the time being outstanding;</p> <p>Stockholders means the person or persons for the time being entered in the register of stockholders as holders of the Stock; and</p> <p>Subsidiary means a subsidiary within the meaning of section 1159 of the Companies Act 2006.</p>	

# MG01

## Particulars of a mortgage or charge

<b>7</b>	<b>Particulars as to commission, allowance or discount (if any)</b>	
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"><li>- subscribing or agreeing to subscribe, whether absolutely or conditionally, or</li><li>- procuring or agreeing to procure subscriptions, whether absolute or conditional,</li></ul> <p>for any debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.</p> <p>None</p>	
<b>8</b>	<b>Delivery of instrument</b>	
	<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>	
<b>9</b>	<b>Signature</b>	
Signature	<p>Please sign the form here.</p> <p>Signature</p> <p>X <i>Mark</i> X</p> <p>This form must be signed by a person with an interest in the registration of the charge.</p>	

# MG01

## 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

JONATHAN LEIGH-HUNT

Company name

MARRIOTT HARRISON

Address

STAPLE COURT

11 STAPLE INN BUILDINGS

LONDON

Post town

County/Region

Postcode

W C 1 V 7 Q H

Country

DX CHANCERY LANE - 0001

Telephone

0207 209 2000



### 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](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. 6760933  
CHARGE NO. 2**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT AN INSTRUMENT CONSTITUTING  
£600,000 SECURED B LOAN STOCK 2015 DATED 26 JANUARY  
2010 AND CREATED BY BLADON CASTLE MANAGEMENT  
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME  
DUE FROM THE COMPANY TO THE STOCKHOLDERS OR THE  
SECURITY TRUSTEE ON ANY ACCOUNT WHATSOEVER WAS  
REGISTERED PURSUANT TO CHAPTER 1 PART 25 OF THE  
COMPANIES ACT 2006 ON THE 28 JANUARY 2010

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2 FEBRUARY  
2010

*St. S. S.*



**Companies House**  
— for the record —



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