

MG01

Particulars of a mortgage or charge

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Oyez

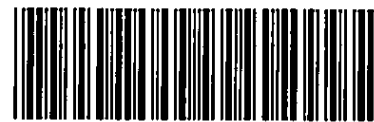
A fee is payable with this form.

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

WEDNESDAY



\*AVEYBNT8\*

A79

29/09/2010

115

COMPANIES HOUSE

**1 Company details**

Company number 6 7 6 0 9 3 3

Company name in full Bladon Castle Management Limited

For official use

**3**  
► **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 28 09 2010

**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 C 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

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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

Matrix Private Equity Partners LLP as Security Trustee and agent for the Stockholders

Address

One Vine Street, London

Postcode

W 1 J O A H

Name

Address

Postcode

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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

1. By way of legal mortgage all right title estate and other interests of the Company in the Property.

2. By way of fixed charge:

2.1 all right title estate and other interests of the Company in each Property not effectively mortgaged under paragraph 1 above,

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,

2.3 all rights in Intellectual Property or similar rights now or hereafter belonging to the Company;

2.4 all present and future goodwill and uncalled capital for the time being of the Company;

2.5 all the present and future right, title and interest of the Company in the Securities,

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

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

(Please see continuation sheets)

# MG01 - continuation page

Particulars of a mortgage or charge



3	Short particulars of all the property mortgaged or charged
Short particulars	<p data-bbox="320 365 1007 394">Please give the short particulars of the property mortgaged or charged</p> <p data-bbox="320 434 1449 524">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 data-bbox="320 562 1497 680">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 data-bbox="320 719 1497 873">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 data-bbox="320 911 496 934">Definitions</p> <p data-bbox="320 972 1070 999">Company means Bladon Castle Management Limited;</p> <p data-bbox="320 1037 1497 1314">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 data-bbox="320 1352 1442 1379">Group means the Company and any of its subsidiaries from time to time,</p> <p data-bbox="320 1417 1497 1507">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 data-bbox="320 1545 1417 1601">Instrument means the instrument constituting £600,000 Secured C Loan Stock 2013,</p> <p data-bbox="320 1639 1497 1917">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 data-bbox="320 1955 687 1982">Premium means £399,000;</p> <p data-bbox="320 2020 831 2047">(please see continuation sheets)</p>

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Particulars of a mortgage or charge



## 3 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

### Short particulars

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,

Security Trustee means Matrix Private Equity Partners LLP in its capacity as trustee and security agent for the Stockholders;

Stock means the principal moneys represented by the £600,000 Secured C Loan Stock 2015 hereby constituted or (as the case may require) the amount thereof and any interest for the time being outstanding,

Stockholders means the person or persons for the time being entered in the register of stockholders as holders of the Stock; and

Subsidiary means a subsidiary within the meaning of section 1159 of the Companies Act 2006.

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## Particulars of a mortgage or charge

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### 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

None

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### 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 866)

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)

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### Signature

Please sign the form here

Signature

Signature

X *Mandit Dave* 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

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. 3**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT AN INSTRUMENT CONSTITUTING  
£600,000 SECURED C LOAN STOCK 2015 DATED 28 SEPTEMBER  
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 29 SEPTEMBER 2010

GIVEN AT COMPANIES HOUSE, CARDIFF THE 30 SEPTEMBER  
2010

PO



**Companies House**  
— for the record —



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