

MG01

Particulars of a mortgage or charge



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LASERFORM

933715/65

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

TUESDAY



\*A0L4XS9X\*

A08

08/03/2011

141

COMPANIES HOUSE

1

**Company details**

Company number

7 5 4 2 0 1 2

Company name in full

CAWDOR TRADING LIMITED

For official use

→ 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

2 5 0 2 2 0 1 1

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

A debenture dated 25 February 2011 made between (1) the Company and (2)  
Puma VCT V Plc (as security trustee) (the "Debenture")

4

**Amount secured**

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

Amount secured

All present and future obligations and liabilities  
whether actual or contingent and whether owed  
jointly or severally or in any other capacity  
whatsoever of the Company to all or any of the  
Secured Parties pursuant to the Loan Note  
Instrument (except for any obligation which, if it  
were so included, would result in the debenture  
contravening section 679 of the Companies Act 2006)  
(the "Secured Liabilities")

**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 PUMA VCT V PLC

Address BOND STREET HOUSE

14 CLIFFORD STREET

Postcode W 1 5 4 J U

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 Please see attached addendum

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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

**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 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).

**9** Signature

Please sign the form here

Signature

Signature

X  X

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

# 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 James Berry

Company name Beachcroft LLP

Address Portwall Place

Portwall Lane

Post town Bristol

County/Region

Postcode B S 9 9 7 U D

Country United Kingdom

DX DX 7846 Bristol

Telephone 0117 918 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,  
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](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)

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## Particulars of a mortgage or charge

6	Short particulars of all the property mortgaged or charged	
Short particulars	Please give the short particulars of the property mortgaged or charged	
	1	MORTGAGES, FIXED CHARGES AND FLOATING CHARGE
	1 1	Under and pursuant to the Debenture, the Company, with full title guarantee, as continuing security for the payment of the Secured Liabilities, charged in favour of the Security Trustee (as Security Trustee and agent for the Secured Parties)
	1 1 1	by way of legal mortgage all estates or interests in the Legally Mortgaged Property;
	1 1.2	by way of fixed charge
	1.1.2.1	all estates or interests in any freehold, leasehold and other immovable property now or at any time during the continuance of this security belonging to the Company (other than the Legally Mortgaged Property) and the proceeds of sale of the same and all buildings and trade and other fixtures from time to time on any such property belonging to or charged to the Company;
	1.1 2 2	all plant, machinery, vehicles, computers and office and other equipment legally and beneficially owned by the Company both present and future;
	1 1.2 3	all Debts;
	1.1 2 4	all Credit Balances;
	1 1.2 5	all stocks, shares, debentures, bonds, notes and loan capital of, and all membership interests in.
	1.1.2 5 1	any Subsidiary, and
	1 1 2.5.2	any other body corporate;
	and all rights to subscribe for, redeem, convert other securities into or otherwise acquire any of the same which may now or hereafter belong to the Company, together with all dividends, interest and other income and all other rights of whatsoever kind deriving from or incidental to any of the foregoing including any rights to receive any amount or other benefit, whether by way of allocation of profit, return of capital or otherwise;	
	1.1 2 6	the goodwill of the Company and its uncalled capital now or at any time hereafter in existence;
	1.1.2.7	all copyrights, patents, patent applications, licences, trade marks, tradenames, know-how and inventions or other rights of every kind deriving therefrom now or at any time hereafter belonging to the Company and all fees, royalties and other rights of every kind deriving from such copyrights, patents, trade marks, tradenames, know-how and inventions;
	1.1.3	by way of assignment by way of security all of the Company's rights, title and interest now or in the future in
	1 1.3 1	all rental income;
	1 1 3.2	all agreements, contracts, policies of insurance and warranties (including

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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

any agreement relating to the appointment of managing agents) now or in the future relating to the Legally Mortgaged Property together with all monies payable to the Borrower under each such agreement, contract, policy or warranty;

1.1.3 3 all payments, repayments and refunds of VAT due or owing by HM Revenue & Customs to the Company

1 1 4 by way of floating charge the Floating Charge Property.

#### 2. NEGATIVE PLEDGE

Under and pursuant to the Debenture, the Company will not without the prior written consent of the Security Trustee agree or purport to.

2.1.1 create or permit to subsist any Security Interest whether in any such case ranking in priority to or pari passu with or after the security created by the Debenture; or

2.1.2 either in a single transaction or in a series of transactions, whether related or not and whether voluntarily or involuntarily sell, discount, factor, transfer, lease, lend or otherwise dispose of, the whole or any part of its undertaking or assets

#### 3. DEFINITIONS

In this Form MG01, the following terms shall have the following meanings.

"**Company**" means Cawdor Trading Limited, a company incorporated under the laws of England and Wales with registered number 7542012 and whose registered office is at Bond Street House, 14 Clifford Street, London W1S 4JU.

"**Credit Balances**" means all balances standing to the credit of any current, deposit or other account of the Borrower with the Security Trustee or any other Secured Party or with other bankers, financial institutions or similar third parties

"**Debts**" means all book debts and other debts now and from time to time due or owing to the Company, all moneys which the Company receives in respect of the same and all rights relating thereto including any security and remedies therefor.

"**Fixed Charge Property**" means all the Company's undertaking, property, assets and rights, present and future, of whatever nature and wherever situated, effectively charged by way of fixed charge or effectively assigned by way of security under the Debenture.

"**Floating Charge Property**" means all the Company's undertaking, property, assets and rights, present and future, of whatever nature and wherever situated (other than the Fixed Charge Property)

"**Legally Mortgaged Property**" means the property described in Schedule 1 (if any), the proceeds of sale of the same and all buildings and trade and other fixtures on any such property belonging to or charged to the Company.

"**Lender**" means Puma VCT V Plc (Company registered number 06443253).

"**Loan Note Instrument**" means an instrument constituting £10,000,000 Series A Variable

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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

Rate Secured Loan Stock Notes 2021 in the Company dated 25 February 2011

**"Secured Liabilities"** means all present and future obligations and liabilities whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever of the Company to all or any of the Secured Parties pursuant to the Loan Note Instrument (except for any obligation which, if it were so included, would result in this Debenture contravening Section 679 of the Companies Act 2006).

**"Secured Parties"** means the Lender and any other party designated in writing as a Secured Party from time to time by the Lender and its respective successors and assigns.

**"Security Trustee"** means Puma VCT V Plc, a company incorporated under the laws of England and Wales with registered number 06443253 and whose registered office is at Bond Street House, 14 Clifford Street, London W1S 4JU as security trustee and agent for the Secured Parties (and the expression "Security Trustee" shall include any successor Security Trustee appointed from time to time)



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

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

**COMPANY NO. 7542012  
CHARGE NO. 1**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A DEBENTURE DATED 25  
FEBRUARY 2011 AND CREATED BY CAWDOR TRADING  
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME  
DUE FROM THE COMPANY TO ALL OR ANY OF THE SECURED  
PARTIES 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  
8 MARCH 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9 MARCH 2011

*DH*



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES