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LL MG01

**Particulars of a mortgage or charge created by a
Limited Liability Partnership (LLP)**



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
created by an LLP in England and
Wales or Northern Ireland



What this form is NOT for

You cannot use this form to
particulars of a mortgage or
charge for a Scottish LLP
To do this, please use form
LL MG01s

SATURDAY



A08 *A1NCKPGI* 08/12/2012 #125
COMPANIES HOUSE

1

LLP details

LLP number

O C 3 6 0 9 7 5

LLP name in full

LEPE PARTNERS LLP ("the Company")

2

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

d3 d0 m1 m1 y2 y0 y1 y2

3

Description

Description

Please give a description of the instrument (if any) creating or evidencing the
charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'

DEBENTURE ("the Debenture")

4

Amount secured

Amount secured

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

All present and future monies, obligations and liabilities owed by
Lepe Partners (Cayman) Limited (Company Number 269033) to the
Mortgagee, whether actual or contingent and whether owed jointly or
severally, as principal or surety or in any other capacity, under or in
connection with the Loan Agreement (of even date with the
Debenture) between Lepe Partners (Cayman) Limited (1) and the
Mortgagee (2), together with all interest (including, without limitation,
default interest) accruing in respect of those monies or liabilities

Continuation page

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

LL MG01

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5**Mortgagee(s) or person(s) entitled to the charge**

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

DAUPHIN CAPITAL LP

Address

PO Box 309GT, Ugland House, South Church Street,

George Town, Grand Cayman, Cayman Islands

Postcode

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

2 1 As a continuing security for the payment and discharge of the Secured Liabilities (as defined in the Debenture), the Company with full title guarantee

2 1 1 Charges to the Mortgagee, by way of first legal mortgage, all freehold and leasehold properties (whether registered or unregistered) and all commonhold properties, now or in the future (and from time to time) owned by the Company, or in which the Company holds an interest (the "Properties") (and "Property" means any of them),

2 1 2 Charges to the Mortgagee, by way of first fixed charge

2 1 2 1 all Properties acquired by the Company in the future,

2 1 2 2 all present and future interests of the Company not effectively mortgaged or charged under the preceding provisions of clause 2 in, or over, freehold or leasehold property,

2 1 2 3 all present and future rights, licences, guarantees, rents, deposits, contracts, covenants and warranties relating to each Property,

2 1 2 4 all licences, consents and authorisations (statutory or otherwise) held or required in connection with the Company's business or the use of any assets, property and undertaking for the time being, subject to the security interests created by the Debenture ("Charged Property") (and any reference to the Charged Property shall include reference to any part of it), and all rights in connection with them,

2 1 2 5 all its present and future goodwill,

2 1 3 charges to the Mortgagee, by way of first floating charge,

2 1 3 1 all the Equipment (as defined in the Debenture),

2 1 3 2 all the Intellectual Property (as defined in the Debenture),

2 1 3 3 all the Book Debts (as defined in the Debenture),

2 1 3 4 all the Investments (as defined in the Debenture),

continued/

LL MG01

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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. 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.


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. 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 property situated in another part of UK.

9 Signature

Please sign the form here

Signature

Signature

X N14 

Berketts LLP for Mortgagee

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

LL MG01

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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 **NHT - 149874-6**

Company name
Birketts LLP

Address **Brierly Place**

New London Road

Post town **Chelmsford**

County/Region **Essex**

Postcode **C M 2 0 A P**

Country

DX **89703 - CHELMSFORD 2**

Telephone **01245 211211**



Certificate

We will send your certificate to the presenter's address if given above or to the LLPs 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 LLP 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 mortgage or chargee
- ☐ You have given details of the mortgagee 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 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 LLPs registered in England and Wales.

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For LLPs 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 LLPs 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

LL MG01 - continuation page

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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

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2 1 3 5 all monies from time to time standing to the credit of its accounts with any bank, financial institution or other person (including each Designated Account (as Defined in the Debenture)), and

2 1 3 6 all the undertaking, property, assets and rights of the Company at any time not effectively mortgaged, charged or assigned pursuant to clause 2 1 1 and 2 1 3 inclusive,

2 2 Automatic conversion of floating charge

In the circumstances set out in the Debenture, the floating charge created by clause 2 1 3 shall automatically and immediately (without notice) be converted into a fixed charge over the relevant Charged Property

2 3 Conversion of floating charge by notice

In the circumstances set out in the Debenture, the Mortgagee may, in its sole discretion, by written notice to the Company, convert the floating charge created under the Debenture into a fixed charge as regards any part of the Charged Property specified by the Mortgagee in that notice



07

FILE COPY

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

**Pursuant to section 869(5) & (6) of the Companies Act 2006 as
applied to the Limited Liability Partnerships (Application of
Companies Act 2006) Regulations 2009**

LLP NO. OC360975
CHARGE NO. 2

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 30
NOVEMBER 2012 AND CREATED BY LEPE PARTNERS LLP FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
LIMITED LIABILITY PARTNERSHIP TO DAUPHIN CAPITAL LP
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 AS APPLIED TO THE
LIMITED LIABILITY PARTNERSHIPS (APPLICATION OF
COMPANIES ACT 2006) REGULATIONS 2009 ON THE 8
DECEMBER 2012

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12 DECEMBER
2012



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES