

# MG01s

Particulars of a charge created by a company  
registered in Scotland

**COMPANIES HOUSE**  
**EDINBURGH**



A fee is payable with this form.

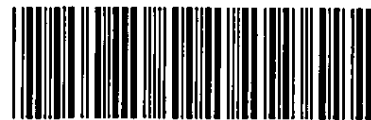
We will not accept this form unless you send the correct fee.

Please see 'How to pay' on the last page.

☒ **What this form is for**  
You may use this form to register  
particulars of a charge created by a  
Scottish company.

☐ **What this form is NOT**  
You cannot use this form to register  
particulars of a mortgage  
created by a company in  
England and Wales or Northern Ireland.  
If this, please use form MG01.

THURSDAY



\*SV34TTO4\*

SCT

28/04/2011

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COMPANIES HOUSE

<b>1 Company details</b>		<div> <div>for official use</div> <div>5</div> </div> <p>→ <b>Filling in this form</b> Please complete in typescript or in bold black capitals.</p> <p>All fields are mandatory unless specified or indicated by *</p>
Company number	S C 1 5 5 0 3 2	
Company name in full	Dunedin Independent PLC	
<b>2 Date of creation of charge</b>		
Date of creation	<div> <div>d1 d2</div> <div>m0 m4</div> <div>y2 y0 y1 y1</div> </div>	
<b>3 Description</b>		
Please give a description of the instrument (if any) creating or evidencing the charge e.g. 'Standard security', 'Floating charge' etc.		
Description	Rent Deposit Deed	
<b>4 Amount secured</b>		
Please give us details of the amount secured by the charge.		
Amount secured	<p>The payment of all sums, whether actual or contingent, due to the Landlord under the Lease or on its expiry or under the terms of this Deed:</p> <p>(a) to make good any loss or damage to the Landlord arising from any breach by the Tenant of the Covenants;</p> <p>(b) to make good any dilapidations to the Premises at the end of the term of the Lease;</p> <p>(c) to make good any loss or damage to the Landlord arising from any breach by the Tenant of the terms of this Deed;</p> <p>(d) to make good any loss or damage to the Landlord arising from an Event of Default, including any sums for which the Landlord is entitled to prove in the winding up or bankruptcy of the Tenant whether or not following a disclaimer of the Lease; and</p> <p>(e) to pay all legal and other costs, charges and expenses incurred by the Landlord in relation to paragraphs (a) to (d) of this definition.</p>	
<p><b>Continuation page</b> Please use a continuation page if you need to enter more details.</p>		

# MG01s - continuation page

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4	Amount secured	
	Please give us details of the amount secured by the charge.	
Amount secured	<p>the "Secured Liabilities"</p> <p>The "Lease" is defined as a lease of the Premises dated 8 May 1998 made between (1) Ropemaker Properties Limited and (2) Resolution Property plc and (3) Resolution Group (Jersey) Limited together with any documents varying or supplemental or ancillary to it.</p> <p>The "Premises" are defined as the premises known as 42 Bruton Place, London, W1 described in more detail in the Lease. The "Landlord" is Berkeley Square Holdings Limited and the "Tenant" is Dunedin Independent plc.</p> <p>The "Covenants" are defined as the obligations and conditions in the Lease to be complied with by a tenant of the Lease, including the obligation to pay the rent.</p> <p>"Event of Default" is defined as one of more of the following events:</p> <ul style="list-style-type: none"> <li>(a) the disclaimer of the Lease by the Crown or by a liquidator or trustee in bankruptcy of the Tenant;</li> <li>(b) if the Tenant is struck off the register of companies or otherwise ceases to exist; and</li> <li>(c) the forfeiture of the Lease</li> </ul> <p>Reference to "this Deed" are to the Rent Deposit Deed.</p>	

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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	Berkeley Square Holdings Limited
Address	Akara Building, 24 De Castro Street, Wickhams Cay 1, Road Town Tortola, British Virgin Islands
Postcode	
Name	whose address for service in the United Kingdom is c/o Eversheds
Address	LLP, One Wood Street, London (ref LKM)
Postcode	E C 2 V 7 W S

**6****Short particulars of all the property charged**

Please give the short particulars of the property charged.

**Continuation page**

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

Short particulars

A first fixed equitable charge to the Landlord over the Deposit Balance given by the Tenant with full title guarantee as continuing security for the Secured Liabilities.

The "Deposit Balance" is defined in the Rent Deposit Deed as the balance from time to time standing to the credit of the Deposit Account and the "Deposit Account" is defined as a separate interest-bearing deposit account opened with the Landlord's bank or the bank of the Landlord's managing agents ("the Bank").

On the date of the Rent Deposit Deed, the Tenant paid to the Landlord £117,450 which was paid in to the Deposit Account.

The Rent Deposit Deed contains the following provisions:

1. The Landlord acknowledges that:  
(A) the Deposit Balance is and remains beneficially the property of the Tenant subject to the charge created by the Rent Deposit Deed and the Bank has been notified in writing of this fact; and  
(B) it will not make any withdrawals from the Deposit Account except on the terms of this Deed.
2. The Tenant is not to create any other legal or equitable charge (whether fixed or floating), lien or encumbrance over the Deposit Balance whether ranking in priority to, equal with or behind the security created by this Deed.

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**Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision ①**

① In the case of a floating charge a statement should be given of (1) the restrictions, if any, on the power of the company to grant further securities ranking in priority to, or pari passu with the floating charge; and/or (2) the provisions, if any, regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property which is the subject of the floating charge or any part of it.

**Continuation page**

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

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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

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## Delivery of instrument

A certified copy of the instrument, if any, creating or evidencing the charge, together with this form with the prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of the creation of the charge.

In the case of a charge created out of the United Kingdom (UK), comprising property situated outside the UK, within 21 days after the date on which the copy of the instrument creating it could, in due course of post, and if despatched with due diligence, have been received in the UK. Certified copies of any other documents relevant to the charge should also be delivered.

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## Signature<sup>2</sup>

Please sign the form here.

Signature

Signature

X Eversheds LLP

X

### <sup>2</sup> Signature

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 Michael Goitein

Company name Eversheds LLP

Address One Wood Street

Post town London

County/Region

Postcode E C 2 V 7 W S

Country United Kingdom

DX 154280 Cheapside 8

Telephone 0845 497 0864



## 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 a certified copy of the deed (if any) 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 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 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 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)



**FILE COPY**

**CERTIFICATE OF THE REGISTRATION  
OF A CHARGE**

COMPANY NO. 155032

CHARGE NO. 5

I HEREBY CERTIFY THAT A CHARGE CREATED BY DUNEDIN  
INDEPENDENT PLC

ON 12 APRIL 2011

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

IN FAVOUR OF BERKELEY SQUARE HOLDINGS LIMITED

WAS DELIVERED PURSUANT TO SECTION 878 OF THE  
COMPANIES ACT 2006 ON 28 APRIL 2011

GIVEN AT COMPANIES HOUSE, EDINBURGH 3 MAY 2011



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES