

# MG01

## Particulars of a mortgage or charge



249850113

**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 on a  
company. To do this, please use  
form MG01s

TUESDAY



A08 18/05/2010 158  
COMPANIES HOUSE

### 1 Company details

Company number 07033979

Company name in full Stealthwave 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 01/05/2010

### 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 Rent Deposit Deed

### 4 Amount secured

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

Amount secured See the Continuation Page

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

# MG01 - continuation page

## Particulars of a mortgage or charge

4	Amount secured	
	Please give us details of the amount secured by the mortgage or charge	
Amount secured	<p>"The payment of all sums, whether actual or contingent, required for one or more or the following:</p> <ul style="list-style-type: none"> <li>(a) to make good any loss or damage to the Landlord arising from any breach by the Tenant of the Covenants;</li> <li>(b) to make good any dilapidations to the Premises at the end of the term of the Lease,</li> <li>(c) to make good any loss or damage to the Landlord arising from any breach by the Tenant of the terms of this Deed,</li> <li>(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</li> <li>(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</li> </ul> <p>(the "Secured Liabilities")"</p> <p>The "Lease" is defined as a lease of the Premises dated 12 May 2010 made between (1) Berkeley Square Holdings Limited and (2) Stealthwave Limited together with any documents varying or supplemental or ancillary to it.</p> <p>The "Premises" are defined as the premises known as Ground Floor and Basement, 50 Berkeley Street, London, W1 described in more detail in the Lease. The "Landlord" is Berkeley Square Holdings Limited and the "Tenant" is Stealthwave Limited.</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 or 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 a company, 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>References to "this Deed" are to the Rent Deposit Deed.</p>	

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## 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	Berkeley Square Holdings Limited
Address	Akara Building, 24 De Castro Street, Wickhams Cay 2, Road Town, Tortola, British Virgin Islands
Postcode	
Name	Company's address for service in the UK is c/o
Address	Eversheds LLP, One Wood Street, London
Postcode	E C 2 V & W S

**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

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 £467,655.00, which was paid into 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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## Particulars of a mortgage or charge

### 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

nil

### 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 *Everardo LP*

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

Company name

Eversheds LLP

Address

Post town

County/Region

Postcode

E

C

2

V

7

W

S

Country

DX DX 154280 Cheapside 8

Telephone 0845 497 9797



### 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. 7033979  
CHARGE NO. 1**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A RENT DEPOSIT DEED DATED 12  
MAY 2010 AND CREATED BY STEALTHWAVE LIMITED FOR  
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE  
COMPANY TO BERKELEY SQUARE HOLDINGS LIMITED 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 18 MAY 2010**

**GIVEN AT COMPANIES HOUSE, CARDIFF THE 18 MAY 2010**



*Companies House*  
— for the record —

JP  
5/1



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