

MG01

Particulars of a mortgage or charge

422755/26



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
in England and Wales or Northern
Ireland



What this form is NOT for

You cannot use this form to
particulars of a charge for a
company. To do this, please
form MG01s

THURSDAY



AGI8UWZ5

A08

25/08/2011

144

COMPANIES HOUSE

1

Company details

Company number

5 3 1 0 0

Company name in full

SWINDON TOWN FOOTBALL COMPANY LIMITED

(the "Company")

AA

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

d1 d0 m0 m8 y2 y0 y1 y1

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

Debenture (the "Debenture")

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Amount secured

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

Amount secured

all monies, obligations and liabilities of any kind
and in any currency owed or incurred by the Company
to the Loan Note Holders, whether present or
future, actual or contingent and whether incurred
alone or jointly with another, together with the
Loan Note Holders' and the Security Trustee's
costs, charges, commission and expenses

(together, the "Secured Liabilities")

Terms and expression used in this form MG01 are
defined on the attached continuation sheet

Continuation page

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

MG01**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 Sir Martyn Arbib (the "Security Trustee")

Address The Old Rectory, 17 Thameside, Ramsbury,
Marlborough, Wiltshire

Postcode S N 8 2 P E

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

By way of continuing security in favour of the Security Trustee for the payment and discharge of the Secured Liabilities, the Company with full title guarantee and free from all Security Interests, mortgages, charges, assigns and agrees to assign in favour of the Security Trustee

- (a) by way of legal mortgage, all its estate or interest in the leasehold property known as The County Ground, Swindon (SN1 2ED) registered with title absolute at the Land Registry with title number WT101325 and any part of it, all fixtures in or about it, and all and every interest in it or in the proceeds of sale that the Company may charge at law or in equity,
- (b) by way of fixed charge all estates or interests in any freehold and leasehold property and its proceeds of sale now and in the future vested in or charged to the Company other than the property charged under paragraph (a) above,
- (c) by way of fixed charge all the plant, machinery and fixtures and fittings of the Company, present and future,
- (d) by way of fixed charge all furniture, furnishings, equipment, tools, vehicles and other movable property of the Company, present and future, not forming part of its stock in trade or work in progress;
- (e) by way of fixed charge all the goodwill and uncalled capital of the Company, present and future,
- (f) by way of fixed charge the Shares and Derivative Assets,
- (g) by way of fixed charge all Intellectual Property Rights, things in action and claims of the Company, present and future, and the proceeds of any insurance from time to time affecting the Charged Assets,

contd on the Continuation Sheet

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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

NIL

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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 870).

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 866). 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 *Bickman doos Ltd* 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 Laura McNabb

Company name Dickinson Dees LLP

Address St Ann's Wharf

112 Quayside

Newcastle Upon Tyne

Post town

County/Region

Postcode N E 1 3 D X

Country

DX DX 61191 Newcastle Upon Tyne

Telephone Tel 0191 279 9000



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 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

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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

- (h) by way of fixed charge the benefit of any interest rate swap or other agreement with the Security Trustee or any third party for protecting or hedging the Company's liability to pay interest to the Security Trustee at any time;
- (i) by way of fixed charge all book debts and other debts and all associated rights and benefits of the Company, present and future, and the proceeds of payment or realisation of each of them,
- (j) by way of fixed charge all funds standing to the credit of the Company from time to time on any account with the Security Trustee or any other bank or financial institution or organisation,
- (k) by way of fixed charge the benefit of all contracts appointments warranties and other documents to which the Company is a party relating to any development of any freehold or leasehold property and all rights and claims under or associated with them; and
- (l) by way of floating charge all the undertaking and all property, assets and rights of the Company, present and future, not subject to a fixed charge under the Debenture

(together, the "Charged Assets")

In this form MG01

**Derivative
Assets**

all stocks, shares, warrants or other securities, rights, dividends, interest or other property accruing offered issued or deriving from or incidental to the Shares or any such Derivative Asset.

**Intellectual
Property Rights**

all patents, patent applications, know how, trade marks, service marks, trade and service mark applications, trade names, registered designs, design rights, copyrights or other similar industrial, intellectual or commercial right subsisting anywhere in the world

**Loan
Holders**

Note has the meaning ascribed to it in the Loan Note Instrument

**Loan
Instrument**

Note a loan note instrument creating £500,000 (five hundred thousand pounds) of non interest bearing, guaranteed, secured loan notes due 31 May 2013

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

**Security
Interest**

any option, mortgage, charge (whether fixed or floating), pledge, lien, hypothecation, assignment, security interest, retention of title or other encumbrance of any kind securing, or any right conferring, a priority of payment in respect of any obligation of any person or a contractual right relating to shares or to any asset or liability.

Shares

all present and future shares, stocks, loan capital, securities, bonds and other investments (whether or not marketable) for the time being owned (at law or equity) by the Company



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

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

COMPANY NO. 53100
CHARGE NO. 44

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 10 AUGUST
2011 AND CREATED BY SWINDON TOWN FOOTBALL
COMPANY LIMITED FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY TO THE LOAN NOTE
HOLDERS 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
25 AUGUST 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 26 AUGUST 2011

DX



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES