

MG01

Particulars of a mortgage or charge

154857/13



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

MONDAY



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#12

COMPANIES HOUSE

1 021 1

1

Company details

Company number 0 1 3 4 8 6 9 9

Company name in full Langland Securities Limited (the "Chargor")

Filling 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 d0 d5 m0 m4 y2 y0 y1 y3

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

Construction account charge dated 5 April 2013 between (1) the Chargor (2) KP (Hull) LLP (the "Chargee") and (3) Kidzplus (2) Limited (the "Operating Company")

4

Amount secured

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

Amount secured

Pursuant to clause 3.1 of the Charge, the Chargor covenants with the Chargee and the Operating Company that all the obligations of the Chargor to carry out and perform its obligations under the Development Agreement (including all and any monies now or hereafter due pursuant to the Development Agreement) will be duly and punctually discharged in accordance with the Development Agreement (the "Secured Obligations")

Continuation page

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

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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 KP (Hull) LLP

Address 20 Dorland House, 3rd Floor, Regent Street, London

Postcode S W 1 Y 4 P H

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 continuation pages

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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 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).

9 Signature

Please sign the form here

Signature

Signature

X Squire Andersen (UK) LLP 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 Ben York

Company name Squire Sanders (UK) LLP

Address Rutland House

148 Edmund Street

Post town Birmingham

County/Region

Postcode B 3 2 J R

Country England

DX 708610 Birmingham 17

Telephone +44 (0)121 222 3000



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 created by a Limited Liability Partnership (LLP)

6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

6 1 Fixed Charge

Pursuant to clause 3 3 of the Charge, the Chargor as beneficial owner and with full title guarantee and as a continuing security for the payment and discharge of all of the Secured Obligations charges to the Chargee by way of first fixed charge the Account and the full credit balance thereon and all rights and benefits accruing to or arising in connection therewith

6 2 Blocked account

Pursuant to clause 4 1 of the Charge, until discharge or release of the Charge in accordance with Clause 10 of the Charge, the Chargor shall not be entitled to withdraw any amount from the Account otherwise than as permitted by the provisions of Schedule 2 of the Development Agreement and in accordance with the provisions of the Charge (including the Mandate Letter) and all interest accruing on any credit balance on the Account shall form part of the security created by the Charge but (subject to the exercise of any rights in clause 5 of the Charge) if and when the security created by the Charge is released shall then belong to the Chargee absolutely

Pursuant to clause 4 2 of the Charge, any withdrawal from the Account which may be permitted as above shall not be deemed to be a release of the security created by the Charge over any other monies then or at any time thereafter forming part of the Charged Assets

6 3 Further assurance

Pursuant to clause 7 of the Charge, the Chargor shall at its own expense execute and do all such assurances, acts and things (including without limitation the giving of instructions and/or authorisations to the Account Bank) as the Chargee may reasonably require for perfecting or protecting the security intended to be created by the Charge over the Charged Assets or any part thereof or for facilitating the realisation thereof and in the exercise of the Chargee's Rights and all powers authorities and discretions vested in the Chargee or any Receiver or their respective delegates or sub-delegates

6 4 Negative pledge

Pursuant to clause 8 2(b) of the Charge, the Chargor undertakes with the Chargee that the Chargor will not at any time during the subsistence of the security created by the Charge create grant extend or permit to subsist any Encumbrance on or over or sell or otherwise dispose of or agree to sell or otherwise dispose of the benefit of all or any of its right title and interest in and to the Charged Assets

6 5 Continuing security

Pursuant to clause 9 1 of the Charge, the security created by the Charge shall be a continuing security and shall not be affected by any intermediate payments or settlements of account of any part of the Secured Obligations

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

6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

6.6 Definitions

"Account" means the interest bearing account opened with the Account Bank number 03207439, sort code 18-00-02 (and includes any sub-account, any redesignation of that account and any account substituted therefor) by and in the name of the Chargor and includes all sums for the time being held therein pursuant to the Charge

"Account Bank" means Coutts & Co at its branch at The Limes, Bayshill Road, Cheltenham, GL50 3AW

"Charged Assets" means the Account and the full credit balance thereon and all rights and benefits accruing to or arising in connection therewith

"Chargee's Rights" means any of the Chargee's rights, powers and remedies under the Charge or at law

"Development Agreement" means an agreement for the carrying out of various works at the Property dated 5 April 2013 and made between (1) the Chargee (2) the Chargor and (3) the Operating Company

"Encumbrance" means any mortgage, charge, lien, pledge or other encumbrance securing any obligation of any person or any other type of preferential arrangement (including without limitation, trust, set-off, title transfer and retention arrangements) having a similar effect

"Mandate Letter" means the letter addressed to the Account Bank in the form attached in the Appendix to the Charge and marked "Mandate Letter"

"Property" means the leasehold property known as 458-462 Holderness Road, Kingston Upon Hull being the property to be comprised in a lease to be granted pursuant to an agreement for lease dated 5 April 2013 and made between (1) Langland Securities Limited and (2) KP (Hull) LLP



FILE COPY

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

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

COMPANY NO. 1348699

CHARGE NO. 62

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A CONSTRUCTION ACCOUNT
CHARGE DATED 5 APRIL 2013 AND CREATED BY LANGLAND
SECURITIES LIMITED FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE LIMITED LIABILITY PARTNERSHIP
TO KP (HULL) LLP 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 15 APRIL 2013

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19 APRIL 2013

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