

# MG01

## Particulars of a mortgage or charge

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**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 register  
particulars of a charge for  
company. To do this, please use  
form MG01s



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18/12/2012

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COMPANIES HOUSE

For official use

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→ **Filing in this form**

Please complete in typescript or in  
bold black capitals

All fields are mandatory unless  
specified or indicated by \*

### 1 Company details

Company number 1 6 0 0 5 2 1

Company name in full Mean Fiddler Holdings Limited  
(the "Chargor")

### 2 Date of creation of charge

Date of creation d1 d1 m1 m2 y2 y0 y1 y2

### 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 Standard Security (the "Standard Security")

### 4 Amount secured

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

Amount secured As specified in the continuation page to this form

**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 LDC (MANAGERS) LIMITED (Co No 2495714) (the "Security Trustee")

Address One Vine Street, London

Postcode W 1 J 0 A 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

As specified in the continuation page to this form

## MG01 - continuation page

Particulars of a mortgage or charge

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### Amount secured

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

Amount secured

The amount secured by the Standard Security is the performance by the Purchaser of the whole terms, conditions, provisions and obligations incumbent on or undertaken by the Purchaser in terms of or by virtue of the Finance Document

Capitalised terms used in this form are defined in the Appendix to this form.

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Particulars of a mortgage or charge

## 6 Short particulars of all the property mortgaged or charged

Please give us the short particulars of the property mortgaged or charged

Short particulars

The Chargor granted the Standard Security over all and whole of the Security Subjects.

### Negative covenants

- 1 The Chargor shall not be entitled to sell, convey, dispose of or transfer the Security Subjects or any part thereof without the Security Trustee's prior written consent (not to be unreasonably withheld or delayed) and any attempt to do so shall be an event of default under the terms of the Standard Security Any conveyances granted without the Security Trustee's prior written consent, whether for value or not, shall be invalid,
- 2 The Chargor shall not be entitled to burden, charge (whether by fixed or floating charge) or grant any servitudes, wayleaves or third party rights or deeds of conditions over the Security Subjects without the Security Trustee's prior written consent (not to be unreasonably withheld or delayed) and any such burdens, charges or others granted without the Security Trustee's prior written consent shall be invalid;

Capitalised terms used in this form are defined in the Appendix to this form.

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Particulars of a mortgage or charge

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## Short particulars of all the property mortgaged or charged

Please give us the short particulars of the property mortgaged or charged

Short particulars

### APPENDIX

#### Definitions applicable to this form

In this Form MG01 the following definitions apply

<b>Debenture</b>	the debenture made on 3 December 2012 between the Purchaser, the Chargor (among others) and the Security Trustee
<b>Finance Document</b>	the Loan Note Instrument, the loan notes issued pursuant to the Loan Note Instrument, the Debenture, the Guarantee and any other documents designated as a "Finance Documents", as same may be or may have been amended or varied from time to time, relative to the sale and purchase of the whole issued share capital of MAMA Group Limited, a company incorporated under the Companies Acts in England and Wales (Registered Number 04254431) and 50 per cent of the issued share capital of Mean Fiddler Group Limited, a company incorporated under the Companies Acts in England and Wales (Registered Number 06719532)
<b>Guarantee</b>	the guarantee made on or about the date hereof by the Purchaser and the Chargor (among others) in favour of the Security Trustee (among others)
<b>Loan Note Instrument</b>	the loan note instrument made by the Purchaser on 3 December 2012
<b>Purchaser</b>	Juno Newco Limited, incorporated under the Companies Acts in England and Wales (Registered Number 08249914) and having its registered office at 59-65 Worship Street, London EC2A 2DU
<b>Security Subjects</b>	ALL and WHOLE of those subjects known as and forming 31 Lothian Road, Edinburgh being the whole subjects registered in the Land Register of

# MG01 - continuation page

Particulars of a mortgage or charge

<b>6</b>	<b>Short particulars of all the property mortgaged or charged</b>	
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	Please give us the short particulars of the property mortgaged or charged	
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Short particulars

Scotland under Title Number MID4248;  
together with (One) the whole buildings  
and other erections thereon (Two) the  
fittings and fixtures therein and thereon  
(Three) the parts, privileges and  
pertinents thereof and (Four) the  
Chargor's whole right, title and interest,  
present and future therein and thereto

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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 *Envis 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 **Alistair Hardie**

Company name **Eversheds LLP**

Address **115 Colmore Row**

Post town **Birmingham**

County/Region

Postcode **B 3 3 A L**

Country

DX **DX 13004 Birmingham**

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,  
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)**



# MG09

Certificate of registration of a charge comprising  
property situated in another UK jurisdiction



✓ **What this form is for**  
You may use this form to give notice  
of a certificate of registration of a  
charge comprising property situated  
in another UK jurisdiction

✗ **What this form is NOT for**  
You cannot use this form as a  
certificate of registration of a charge  
for a company registered  
in Scotland

For further information, please  
refer to our guidance at  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

<b>1</b>	<b>Company details</b>	For official use
Company number	1 6 0 0 5 2 1	<b>→ Filling in this form</b> Please complete in typescript or in bold black capitals  All fields are mandatory unless specified or indicated by *
Company name in full	Mean Fiddler Holdings Limited (the "Chargor")	

<b>2</b>	<b>Date charge presented</b>	
Date of, and parties to, the charge	It is hereby certified that the charge ① Standard Security dated 3 December 2012 granted by the Chargor in favour of LDC (Managers) Limited (Company Number 2495714) was presented for registration on d <sub>1</sub> d <sub>1</sub> m <sub>1</sub> m <sub>2</sub> y <sub>2</sub> y <sub>0</sub> y <sub>1</sub> y <sub>2</sub>	① As described on form MG01 'Particulars of a mortgage or charge'  ② Please tick as appropriate
Jurisdiction	in ② <input checked="" type="checkbox"/> Scotland <input type="checkbox"/> England and Wales <input type="checkbox"/> Northern Ireland	

<b>3</b>	<b>Signature</b>	
	Please sign the form here	
Signature	Signature ✗ <i>Enders LLO</i> ✗	
	This form must be signed by a person with an interest in the registration of the charge	

## MG09

Certificate of registration of a charge comprising property situated in another UK jurisdiction



### 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. The contact information you give will be visible to searchers of the public record.

Contact name Alistair Hardie

Company name Eversheds LLP

Address 115 Colmore Row

Post town Birmingham

County/Region

Postcode B 3 3 A L

Country

DX DX 13004 Birmingham

Telephone 0845 497 9797



### Checklist

**We may return forms completed incorrectly or with information missing.**

**Please make sure you have remembered the following:**

- ☒ [x] The company name and number match the information held on the public Register
- ☒ [x] You have shown the date of, and parties to, the charge in Section 2
- ☒ [x] You have declared where the charge was presented for registration
- ☒ [x] You have enclosed the form MG01 and a verified copy of the deed
- ☒ [x] You have signed the form



### Important information

**Please note that all information on this form will appear on the public record.**



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**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



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**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 MORTGAGE OR CHARGE**

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

**COMPANY NO. 1600521**

**CHARGE NO. 57**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A STANDARD SECURITY EXECUTED  
ON 03 DECEMBER 2012 WHICH WAS PRESENTED FOR  
REGISTRATION IN SCOTLAND ON 11 DECEMBER 2012 AND  
CREATED BY MEAN FIDDLER HOLDINGS LIMITED FOR  
SECURING ALL MONIES DUE OR TO BECOME DUE FROM JUNO  
NEWCO LIMITED 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 DECEMBER  
2012

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20 DECEMBER  
2012



**Companies House**



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