

MG01

Particulars of a mortgage or charge

040573 | 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

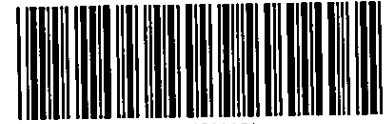
You may use this form to register
particulars of a mortgage or charge
in England and Wales or Northern
Ireland



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

SATURDAY



AE118N46

A25

04/09/2010

406

COMPANIES HOUSE

1

Company details

Company number 0 2 4 6 6 4 7 2

Company name in full R Delamore Limited (the "Owner")



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 d3 d1 m0 m8 y2 y0 y1 y0

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 Legal Charge (the "Legal Charge")

4

Amount secured

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

Amount secured

All the Owner's liabilities to the Security Trustee
and the Lenders under the Finance Documents in
respect of the Senior Term Loan Facilities of any
kind and in any currency (whether present or future
actual or contingent and whether incurred alone or
jointly with another) together with the Security
Trustee and the Lender's charges and commission
Interest and Expenses in respect of the Senior Term
Loan Facilities (the "Owners Obligations").

Please see Continuation for definitions.

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	Paul Murray (in his capacity as security trustee for	
Address	the Lenders) (the "Security Trustee")	
	Faldonside House, Melrose	
Postcode	T D 6 9 B G	
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	<p>The Owner, as a continuing security for the payment on demand of the Owner's Obligations and with full title guarantee</p> <p>1 1 charges to the Security Trustee all legal interest in the Property, by way of legal mortgage,</p> <p>1 2 gives to the Security Trustee a fixed charge over any of the following property of the Owner, whether owned now or in the future</p> <p>1 2 1 any other interest in the Property,</p> <p>1 2 2 all rents receivable from any lease granted of the Property,</p> <p>1 2 3 all the goodwill of the Owner's business carried on at the Property,</p> <p>1 2 4 the proceeds of any insurance affecting the Property,</p> <p>1 2 5 all fixtures and fittings not forming part of the Property,</p> <p>1 2 6 all plant and machinery at the Property, including any associated warranties and maintenance contracts,</p> <p>1 2 7 all furniture, furnishings, equipment, tools and other goods kept at the Property, that are not regularly disposed of in the ordinary course of business</p> <p>Please see continuation page for definitions</p>	

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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

None

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)

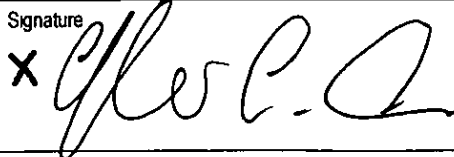
We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 870) The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it Where a body corporate 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 

FOR AND ON BEHALF OF
MACLAY MURRAY & SPENS 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 **Quentin Bregg**

Company name **Maclay Murray & Spens LLP**

Address **Quartermile One**

15 Lauriston Place

Post town **Edinburgh**

County/Region

Postcode **E H 3 9 E P**

Country

DX **DX ED137 Edinburgh**

Telephone **0131 228 7093 DEL/0040/00009**



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

4	Amount secured	
	Please give us details of the amount secured by the mortgage or charge	
Amount secured	<p>DEFINITIONS</p> <p>"Expenses" means all expenses (on a full indemnity basis) incurred by the Security Trustee or any of the Lenders at any time in connection with the Property or the Owner's Obligations or in entering into this deed or in preserving, defending or enforcing the security created by this deed or in exercising any power under this deed or otherwise, with interest from the date on which they are incurred.</p> <p>"Finance Documents" has the meaning ascribed to that term in the Mezzanine Facility Agreements.</p> <p>"Interest" means the interest at the rate charged to the Owner or the Parent by the Lenders from time to time</p> <p>"Lenders" means Finby Limited and Paul Murray in their capacity as lenders under the Mezzanine Facility Agreements and their successors and assigns</p> <p>"Mezzanine Facility Agreements" means each of the mezzanine term loan facility agreements between the Parent and each Lender dated 20 December 2007 (as amended, varied, supplemented, restated or novated from time to time including by a second supplemental agreement dated on or around the date hereof).</p> <p>"Parent" means Delamore Holdings Limited (formerly known as MM&S (5283) Limited conform to a certificate of incorporation on change of name dated 14 January 2008) (Company Number SC329822) having its Registered Office at 151 St Vincent Street, Glasgow G2 5NJ</p> <p>"Senior Term Loan Facilities" has the same meaning ascribed to that term in the Mezzanine Facility Agreements</p>	

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

DEFINITIONS

"Property" means the land on the north east side of Station Road, Wisbech St Mary, Wisbech, Cambridgeshire registered at the Land Registry under Title Numbers CB218864, CB280144 and CB284935.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 2466472
CHARGE NO. 10**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A LEGAL CHARGE DATED 31
AUGUST 2010 AND CREATED BY R. DELAMORE LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO PAUL MURRAY (IN HIS CAPACITY AS SECURITY
TRUSTEE FOR THE LENDERS) AND THE LENDERS 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 4 SEPTEMBER
2010

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9 SEPTEMBER
2010

DX



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES