

Vo13843/13

In accordance with
Section 860 of the
Companies Act 2006.

MG01

Particulars of a mortgage or charge



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 a Scottish
company. To do this, please use
form MG01s.

MONDAY



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26/10/2009

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COMPANIES HOUSE

1	Company details	For official use
Company number	0 2 9 1 9 7 7 1	→ Filling in this form Please complete in typescript or in bold black capitals. All fields are mandatory unless specified or indicated by *
Company name in full	Happold Media Limited	
2	Date of creation of charge	
Date of creation	0 7 / 1 0 / 2 0 0 9	
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	
4	Amount secured	
	Please give us details of the amount secured by the mortgage or charge.	
Amount secured	All the Company's liabilities to National Westminster Bank Plc (present, future, actual or contingent and whether incurred alone or jointly with another) including interest and expenses.	Continuation page Please use a continuation page if you need to enter more details.

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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

National Westminster Bank Plc

Address

135 Bishopsgate

London

Postcode

E C 2 M 3 U R

Name

Address

Postcode

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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

1 By way of fixed charge the following property of the Company owned now or in the future:-
 (i) all interests in any heritable freehold or leasehold land (Land) vested in or charged to the Company, all fixtures and fittings attached to that Land and all rents receivable from any lease granted out of that Land;
 (ii) all plant and machinery, including any associated warranties and maintenance contracts;
 (iii) all the goodwill of the Company's business;
 (iv) any uncalled capital;
 (v) all stock, shares and other securities held by the Company at any time in any subsidiary and all income and rights relating to those stocks, shares and securities;
 (vi) all intellectual property, licences, claims, insurance policies, proceeds of any insurance and any other legal rights;
 (vii) the benefit of any hedging arrangements, futures transactions or treasury instruments.
 2 By way of floating charge all the other property assets and rights of the Company owned now or in the future which are not subject to an effective fixed charge under the Debenture or any other security held by the Bank.
 Note 1 The Debenture contains covenants by the Company that the Company will not without the Bank's consent:-
 (a) permit or create any mortgage, standard security, charge or lien on the property;
 (b) dispose of the property of the Company, owned now or in the future, charged by way of fixed charge;
 (c) dispose of the property, other than in the ordinary course of business, charged by way of floating charge.
 (d) call on, or accept payment of, any uncalled capital;
 (e) deal with its book and other debts, except by collecting them in the ordinary course of its business. In particular, the Company will not realise its book and other debts by means of invoice discounting or factoring arrangements;
 (f) grant, or accept a surrender of, any lease or licence of any of its Land or consent to a tenant assigning or sub letting;
 (g) dispose of, part with or share possession or occupation of any of its Land.
 Note 2 The Debenture gives the Bank power to appoint an Administrator.

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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

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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 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).

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Signature

Please sign the form here.

Signature

Signature

X *R. Smeed* X

For National Westminster Bank Plc
Duly Authorised Official

This form must be signed by a person with an interest in the registration of the charge.

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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 **Freda Sinclair**

Company name **National Westminster Bank plc**

Corporate Documentation & Operations

Address **3rd Floor**

280 Bishopsgate

Post town **London**

County/Region

Postcode **E C 2 M 4 R B**

Country

DX **Ref : 79449/CDO/FS**

Telephone



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 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



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 2919771
CHARGE NO. 1**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 7 OCTOBER
2009 AND CREATED BY HAPPOLD MEDIA LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO NATIONAL WESTMINSTER BANK PLC ON ANY
ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO
CHAPTER 1 PART 25 OF THE COMPANIES ACT 2006 ON THE 26
OCTOBER 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27 OCTOBER
2009

PO
Jee



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES