

MG01

Particulars of a mortgage or charge



012556/26

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



AV9E119K

A40

13/03/2010

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COMPANIES HOUSE

1

Company details

Company number

0 3 1 3 4 3 8 3

Company name in full

Lanner Group Limited (the "Company")

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 d1 m0 m3 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

Fixed charge over Intellectual Property dated 11 March 2010 made between the Company and NVM Private
Equity Limited (the "Trustee") (the "Fixed Charge Over Intellectual Property")

Capitalised terms used in this form MG01 are as defined in the Fixed Charge Over Intellectual Property

4

Amount secured

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

Amount secured

All monies, obligations and liabilities now or at any time in the future due,
owing or incurred to the Beneficiaries from or by the Company when the
same become due for payment or discharge, whether by acceleration or
otherwise, and whether such monies obligations or liabilities are express or
implied, present or future, actual or contingent, joint or or several, incurred
as principal or surety and whether originally owing to the Beneficiaries or
purchased or otherwise acquired by it or any of them and whether
denominated in sterling or in any other currency, or incurred on any banking
account or in any other manner whatsoever and all other amounts payable by
the Company to the Beneficiaries under the Fixed Charge Over Intellectual
Property,

Continuation page

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

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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 NVM Private Equity Limited (CRN 02201762)

Address Northumberland House, Princess Square, Newcastle Upon Tyne

Postcode N E 1 8 E R

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

1 Charges

1.1 The Company with full title guarantee charges to the Trustee by way of fixed charge as a continuing security for the payment and discharge of the Secured Obligations the following assets, both present and future, from time to time owned by the Company or in which the Company may from time to time have an interest of whatsoever kind

- (a) the Intellectual Property, including the Trade Marks, and
- (b) all Related Rights, including
 - (i) any present or future right of the Company to sue for damages or any other remedy in respect of any past, present or future infringement or alleged infringement by any person whatsoever of any present or future Intellectual Property, and
 - (ii) any present or future right of the Company to apply for, prosecute and obtain patent, trade mark, registered design or any other registration or protection throughout the world in respect of any present or future Intellectual Property or any present or future matter relating thereto,
- (b) the rights (including, without limitation, rights relating to the receipt of royalties, fees or other monies from time to time vested in the Company with respect to, and the benefit of all obligations owed from time to time by any person in relation to, any present or future agreement, document or instrument (including, without limitation, any licence, sub-licence or franchise) entered into or the benefit of which is enjoyed by the Company relating to the use of or licensing of or exploitation of any present or future Intellectual Property by the Company or any other person whatsoever, and
- (c) any present or future physical, electronic or other materials or media (including, without limitation, manuscripts, drawings, paintings, designs, source codes, computer disks and computer programmes) constituting, comprising, the subject of or containing inventions, works, marks or things which are the subject of any present or future Intellectual Property

See continuation sheet

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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

N/a

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 *Wage & Co 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 2025099/KXJ1/KSR1

Company name
Wragge & Co LLP

Address 55 Colmore Row

Post town Birmingham

County/Region West Midlands

Postcode B 3 2 A S

Country United Kingdom

DX DX 13036 Birmingham 1

Telephone 01212331000



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

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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

2 Negative Pledge

2.1 The Company covenants that it will not without the prior consent in writing of the Trustee

- (a) create or attempt to create or permit to subsist in favour of any person other than the Trustee any Encumbrance (except Permitted Encumbrances),
- (b) dispose of the Charged Assets or any part of them or attempt or agree so to do



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

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

COMPANY NO. 3134383
CHARGE NO. 6

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A FIXED CHARGE OVER
INTELLECTUAL PROPERTY DATED 11 MARCH 2010 AND
CREATED BY LANNER GROUP LIMITED FOR SECURING ALL
MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO
THE BENEFICIARIES 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 13 MARCH 2010

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17 MARCH 2010

Ex. Seb.



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES