

MG01

Particulars of a mortgage or charge

265002/169



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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

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28/05/2011

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COMPANIES HOUSE

1

Company details

Company number

0 3 1 8 2 7 5 3

Company name in full

The Premiere Group Limited ("the Company")

For official use

1 0

→ 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

d2 d0 m0 m5 y2 y0 y1 y1

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 (the "Debenture")

4

Amount secured

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

Amount secured

All of the Company's liabilities to RBS Invoice Finance Limited (the "Bank") (present, future, actual or contingent and whether incurred alone or jointly with another) and include interest and expenses, as set out in clause 1.1 - 1.2.2 of the Debenture (the "Liabilities")

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							
Name	RBS Invoice Finance Limited							
Address	Smith House, PO Box 50 Elmwood Avenue, Feltham,							
	Middlesex							
Postcode	T	W	1	3		7	Q	D
Name								
Address								
Postcode								

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

6 Short particulars of all the property mortgaged or charged

	Please give the short particulars of the property mortgaged or charged							
Short particulars	Please see continuation page							

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

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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 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  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 **Patrick Davis**

Company name
Eversheds LLP

Address **115 Colmore Row**

Post town **Birmingham**

County/Region

Postcode

B	3		3	A	L	
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Country

DX **DX 13004 Birmingham**

Telephone **0845 497 1421**



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

Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

1 The Company, as a continuing security for its Liabilities and with full title guarantee, charged to the Bank.

(a) a fixed charge over the following property of the Company, owned now or in the future:

(i) all 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 and any insurance and any other legal rights,

(vii) the benefit of any hedging arrangements, futures transactions or treasury instruments,

(viii) all Fixed Charge Debts and their Related Rights

(b) a floating charge over 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 under any other security held by the Bank

2. The Company must not, without the Bank's consent:

(i) permit or create any mortgage, standard security, charge or lien on the Property,

(ii) dispose of the Property charged by clause 2.1 of the Debenture (as referred to in paragraph 1(a) in this form);

(iii) dispose of the Property charged by clause 2.2 of the Debenture (as referred to in paragraph 1(a) in this form), other than in the ordinary course of business;

(iv) call on, or accept payment of, any uncalled capital;

(v) grant, or accept a surrender of, any lease or licence of any of its Land or consent to a tenant assigning or sub-letting,

(vi) dispose of, part with or share possession or occupation of any of its Land

Definitions

"Debt Purchase Agreement" means any debt purchase facility entered into between the Company and the Bank

"Debts" have the meaning given to them under any Debt Purchase Agreement

"Fixed Charge Debts" means all Debts which fail to vest in the Bank under any Debt Purchase Agreement.

"Land" means any interest in heritable, freehold or leasehold land.

"Property" includes any part of it

"Related Rights and Debts" have the meaning given to them under any Debt Purchase Agreement

"Subsidiary" means an entity controlled, directly or indirectly, by the Company or by a Subsidiary of the Company "Control" means the ability to appoint or remove directors or exercise the majority of voting rights,

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Particulars of a mortgage or charge

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

Please give the short particulars of the property mortgaged or charged

Short particulars

alone or with the agreement of others.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 3182753
CHARGE NO. 10**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 20 MAY 2011
AND CREATED BY THE PREMIERE GROUP LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO RBS INVOICE FINANCE LIMITED ON ANY
ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO
CHAPTER 1 PART 25 OF THE COMPANIES ACT 2006 ON THE 28
MAY 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 1 JUNE 2011

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Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES