

MG01

Particulars of a mortgage or charge

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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
use form MG01s

SATURDAY



A15 *ACRD0P90* 42
20/11/2010
COMPANIES HOUSE

1 Company details

Company number 4 7 6 6 9 7 5

Company name in full THE BLUE ROOMS (LONDON) LIMITED

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 09 11 2010

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 GUARANTEE AND DEBENTURE

4 Amount secured

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

Amount secured

"The Secured Liabilities" which are defined in the said Guarantee and Debenture as all or any part of the "Earn Out Consideration" (as such expression is defined in an agreement dated 9th November 2010 and made between (1) Gordons 169 Limited and (2) Michael Hannah and Chelsea Singh) to the extent that it is properly due and owing from Gordons 169 Limited to Michael Hannah and Chelsea Singh, together with all costs charges and expenses owed to or incurred directly or indirectly by the Michael Hannah and Chelsea Singh in relation to the enforcement of the said Guarantee and Debenture or enforcement of the obligation to pay the sums due

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	MICHAEL JOHN HANNAH	
Address	115 Great Portland Street	
	London	
Postcode	W 1 W 6 Q H	
Name	CHELSEA SINGH	
Address	115 Great Portland Street	
	London	
Postcode	W 1 W 6 Q H	

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>1. By way of fixed charge all estates or interests in any freehold or leasehold property now or at any time during the continuance of this security belonging to The Blue Rooms (London) Limited (referred to herein as 'the Company');</p> <p>2. By way of fixed charge all stocks, shares or other securities now or at any time during the continuance of this security belonging to the Company;</p> <p>3. By way of fixed charge its Goodwill and Intellectual Property (as such expressions are defined in the Guarantee and Debenture);</p> <p>4. By fixed charge all its Equipment and Vehicles (as such expressions are defined in the Guarantee and Debenture); and</p> <p>5. By floating charge all of the Company's undertaking and all Debts (as such expressions are defined in the Guarantee and Debenture), stock and work in progress, and all other property, assets and rights now or at any time during the continuance of this security belonging to the Company not otherwise charged by the charges set out in paragraphs 1 to 4 above inclusive</p>	

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7	Particulars as to commission, allowance or discount (if any)	
Commission allowance or discount	<p>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</p> <ul style="list-style-type: none">- subscribing or agreeing to subscribe, whether absolutely or conditionally, or- procuring or agreeing to procure subscriptions, whether absolute or conditional, <p>for any debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered</p>	
8	Delivery of instrument	
9	Signature	
Signature	<p>Please sign the form here</p> <p>Signature</p> <p>×  ×</p> <p>This form must be signed by a person with an interest in the registration of the charge</p>	

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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

Mr Troy D Warner

Company name

Geoffrey Leaver Solicitors LLP

Address

251 Upper Third Street

Milton Keynes

Post town

County/Region

Postcode

MK9 1QR

Country

United Kingdom

DX

DX 54460 Milton Keynes 1

Telephone

+44 (0)1908 692769

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 enquires@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. 4766975
CHARGE NO. 5**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A GUARANTEE & DEBENTURE
DATED 9 NOVEMBER 2010 AND CREATED BY THE BLUE
ROOMS (LONDON) LIMITED FOR SECURING ALL MONIES DUE
OR TO BECOME DUE FROM GORDONS 169 LIMITED TO
MICHAEL JOHN HANNAH, CHELSEA SINGH 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
20 NOVEMBER 2010

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22 NOVEMBER
2010

DX



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES