

MG01

Particulars of a mortgage or charge



228803 - 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 NO**
You cannot use this for
particulars of a charge
company. To do this, p
form MG01s

SATURDAY



A20 26/11/2011 272
COMPANIES HOUSE

1 Company details

Company number 03565367

Company name in full Trilogy Communications Holdings Limited
(the "Company")

9 For official use

→ **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 01/04/2011

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 monies and liabilities (whether present or
future, actual or contingent) now or at any time or
times hereafter due or owing or incurred by the
Company (whether as principal or surety) to the
Security Trustee and/or any of the Other Investors
(other than dividends on any shares) pursuant to
the Investor Loan Notes ("Secured 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

Continuation page

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

Name Foresight VCT PLC (company number 3421340)

Address ECA Court, 24-26 South Park, Sevenoaks, Kent

("Security Trustee")

Postcode T N 1 3 1 D U

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

Please 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 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 Martineau X

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 John Nicholson

Company name Martineau

Address No 1 Colmore

Post town Birmingham

County/Region

Postcode

B

4

6

A

A

Country

DX 721090 Birmingham 43

Telephone 0870 763 2000



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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6	Short particulars of all the property mortgaged or charged	
	Please give the short particulars of the property mortgaged or charged	
Short particulars	<p>8 Further Charges</p> <p>The Company shall forthwith if and when called upon by the Security Trustee so to do execute in favour of the Security Trustee or as the Security Trustee shall direct such further legal and other mortgages and charges and assignments as the Security Trustee shall require of and on all the Company's estate and interest in the fixed charged property (including any vendor's lien) to secure all principal and other moneys intended to be hereby secured such mortgages or charges or assignments to be prepared by or on behalf of the Security Trustee at the cost of the Company and to be in such form as the Security Trustee may reasonably require</p> <p>Definitions:</p> <p>Intercreditor Deeds: means (1) the intercreditor deed dated 18 April 2007 made between Bank of Scotland (A) Trilogy Communications Limited and the Company (B) and the persons listed in Schedule 1 thereto defined as the "Subordinated Creditors" (C);</p> <p>(2) the intercreditor deed dated 10 September 2009 made between Silicon Valley Bank (A) the Company and Trilogy Communications Limited (B) Bank of Scotland (C) the Trustee, Foresight 2 VCT PLC and Foresight 4 VCT PLC (D) and additional persons named therein and defined, together with the parties of the third and fourth parts, as the "Subordinated Creditors" (E);</p> <p>(3) the deed of amendment dated 31 March 2010 made between the same parties as the aforesaid deed dated 10 September 2009; and</p> <p>(4) the deed of amendment entered into on or about the same day as the Debenture made between Silicon Valley Bank (A) the Company and Trilogy Communications Limited (B) Bank of Scotland (C) Foresight VCT PLC, Foresight 2 VCT PLC and Foresight 4 VCT PLC (D) and the persons named therein as the "Subordinated Creditors" (E),</p> <p>as the same may be varied, amended, supplemented or replaced from time to time in accordance with their respective terms;</p> <p>Investor Loan Notes: means the £1,896,908 second cumulative secured loan notes 2015 issued by the Company pursuant to an Instrument executed on the same day as the Debenture.</p> <p>Other Investors: shall mean the parties set out in Schedule 1 of the Debenture.</p>	

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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	<p>2. Payment Covenant</p> <p>The Company hereby covenants with the Security Trustee that it will on such date or dates as provided by clause 3 pay and discharge to the Security Trustee and each of the Other Investors the Secured Liabilities</p> <p>3 Payment Date</p> <p>The Secured Liabilities shall be repaid or discharged by the Company on demand or in accordance with the Investor Loan Notes unless the Company, the Security Trustee and the Other Investors otherwise agree in writing</p> <p>4. Charging Clause</p> <p>4 1 The Company with full title guarantee hereby charges to the Security Trustee with the payment and discharge of the Secured Liabilities:</p> <p>4.1.1 by way of fixed charge all estates and interests in any freehold and leasehold property of the Company both present and future together with all buildings and fixtures (including trade and other fixtures) and fixed plant and machinery of the Company from time to time thereon and therein and the proceeds of sale thereof;</p> <p>4 1.2 by way of fixed charge all stocks shares bonds loan capital and other securities both present and future belonging to the Company (including stocks or shares acquired pursuant to scrip dividends) and all rights relating thereto other than the right to be paid any dividend,</p> <p>4.1 3 by way of fixed charge all book debts and other debts both present and future due or owing to the Company,</p> <p>4 1.4 by way of fixed charge all the goodwill and uncalled capital of the Company both present and future;</p> <p>4.1.5 by way of fixed charge all intellectual property rights and all licences and ancillary rights and benefits (other than royalties and other sums payable in respect thereof) both present and future of the Company,</p> <p>4 1 6 by way of floating charge the undertaking and all other property, assets and rights of the Company both present and future not otherwise effectively charged by way of fixed charge pursuant to the foregoing paragraphs of this clause 4</p> <p>4.1 7 Paragraph 14 of Schedule B1 to the Insolvency Act 1986 (incorporated by Schedule 16 to the Enterprise Act 2002) shall apply to any floating charge created pursuant to this Debenture</p> <p>5 Nature of Charges</p> <p>Subject to the Intercreditor Deeds, the charges hereby created shall be a continuing security and unless otherwise agreed in writing by the Security Trustee be first charges.</p>	



FILE COPY

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

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

**COMPANY NO. 3565367
CHARGE NO. 9**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 14
NOVEMBER 2011 AND CREATED BY TRILOGY
COMMUNICATIONS HOLDINGS LIMITED FOR SECURING ALL
MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO
FORESIGHT VCT PLC ("SECURITY TRUSTEE") AND/OR ANY OF
THE OTHER INVESTORS 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 26 NOVEMBER 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 1 DECEMBER
2011

✓



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES