

MG01

Particulars of a mortgage or charge

162438/546

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 re-
particulars of a charge for a S
company. To do this, please u
form MG01s

TUESDAY



A08 04/12/2012 #186
COMPANIES HOUSE

1 Company details For official use

Company number: 0 0 0 5 3 5 8 8

Company name in full: G Schirmer Ltd ("the "Chargor")

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: ^d2 ^d3 ^m1 ^m1 ^y2 ^y0 ^y1 ^y2

3 Description

Description: Fixed Charge Over Intellectual Property Rights (the "Charge") between the Chargor and Coutts & Company (the "Bank")

4 Amount secured

Amount secured: All moneys, obligations and liabilities (whether present or future or actual or contingent) which may now or at any time hereafter be or become due, owing or incurred by the Chargor to the Bank on any account or otherwise howsoever (whether solely or jointly with any other person and whether as principal or surety) together with interest and other bank charges (the "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 Coutts & Company

Address 440 Strand, LONDON

Postcode W C 2 R 0 Q S

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

Pursuant to the Charge the Chargor as beneficial owner of the Intellectual Property Rights as a continuing security for the payment of the Secured Obligations charges by way of first fixed charge in favour of the Bank all the Charged Property

Negative Pledge

Pursuant to the Charge the Chargor undertakes to the Bank that it will not do any of the following things

a) sell, transfer, assign, license, sub-license, sever, dispose of or otherwise part with control of or authorise or permit any other person, firm or entity to use or otherwise exploit any of the Charged Property or any part of it without the prior written consent of the Bank, which consent will not be unreasonably withheld or delayed, provided that the Chargor may do so in the ordinary course of its business free from the fixed charge created by the Charge.

(b) (except for security created in favour of the Bank) create or permit to subsist any mortgage, charge, assignment, lien or encumbrance or other right in the nature of security on any of the Charged Property

Definitions

Charged Property means the Intellectual Property Rights to the extent that the Chargor is in fact able to charge such rights under law and/or under contract

(Please see attached section 6 continuation sheet for the continuation of this section 6.)

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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 N/A

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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 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).

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Signature

Please sign the form here

Signature

Signature

X *Furres + Co LLP* 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 MJB/AJH/1000 10009617

Company name Farrer & Co LLP

Address 66 Lincoln's Inn Fields

Post town

County/Region London

Postcode W C 2 A 3 L H

Country

DX 32 Chancery Lane

Telephone +44 (0)20 3375 7000



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

MG01 - continuation page

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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

(continuation sheet in respect of a MG01 Form Section 6)

Intellectual Property Rights means all intellectual property rights both present and future, including all patents, trademarks, service marks, designs (whether or not registered), business names, domain names, utility models, design rights, copyrights (including for the avoidance of doubt all copyright in recordings (including remixes, edits and all versions of them), musical and lyrical compositions (including arrangements, adaptations and translations of them) and in magazines, periodicals, catalogues, brochures, libraries of photographs, promotional and advertising materials and records, blocks, plates, film separations, transparencies, articles, features, feature headings, logos and devices, drawings, sketches and cartoons), rights in computer software, applications for any of the above (including the right to make such applications), and all licences and agreements for any of the above, and all rights of use and exploitation of the above property rights, in any part of the world and all confidential information, technical information and know-how owned by the Chargor or where licensed to the Chargor for use in or for the purposes of the Chargor's business, all rights so granted, together with fees, royalties, other payments and rights to receive such royalties and payments and other rights of every kind deriving from the above property rights now or at any time in the future belonging to the Chargor



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

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

**COMPANY NO 53588
CHARGE NO. 1**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A FIXED CHARGE OVER
INTELLECTUAL PROPERTY RIGHTS DATED 23 NOVEMBER
2012 AND CREATED BY G SCHIRMER LIMITED FOR SECURING
ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY
TO COUTTS & COMPANY ON ANY ACCOUNT WHATSOEVER
WAS REGISTERED PURSUANT TO CHAPTER 1 PART 25 OF THE
COMPANIES ACT 2006 ON THE 4 DECEMBER 2012**

**GIVEN AT COMPANIES HOUSE, CARDIFF THE 5 DECEMBER
2012**



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**