

MG01

Particulars of a mortgage or charge



iris  
LASERFORM

13/56/163

**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 register  
particulars of a charge for a  
company. To do this, please  
form MG01s

WEDNESDAY



\*S1DF4OQA\*

SCT 18/07/2012 #735

COMPANIES HOUSE

1

**Company details**

Company number 00735621

Company name in full NORTHERN TRUST COMPANY LIMITED (the "Company")

146 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 01/07/2012

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 MORTGAGE (the "Mortgage")

4

**Amount secured**

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

Amount secured All obligations which the Company may at any time have to the  
Security Trustee (whether for its own account or as security trustee  
for the Secured Parties) or any of the other Secured Parties under or  
pursuant to the Finance Documents including any liability in respect  
of any further advances made under the Finance Documents,  
whether present or future, actual or contingent (and whether incurred  
solely or jointly and whether as principal or as surety or in some other  
capacity) Provided that the security constituted by the Mortgage shall  
not extend to or include any liability or sum which would, but for this  
proviso, cause such covenant or security to be unlawful or prohibited  
by any applicable law

See continuation page

**Continuation page**

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

# MG01 - continuation page

## Particulars of a mortgage or charge

4	<b>Amount secured</b>	
	Please give us details of the amount secured by the mortgage or charge	
Amount secured	<p>Defined terms in this continuation page and in the Form MG01 to which they are pursuant shall have the following meaning -</p> <p><b>"Facility Agreement"</b> means the facility agreement dated 27 February 2009 made between, <i>inter alios</i>, Northern Trust Group Limited and certain of its subsidiaries (including Northern Trust Company Limited) as Borrowers and Guarantors, Bank of Scotland plc and The Royal Bank of Scotland plc as Arrangers and Lenders, Bank of Scotland plc as Agent and as Security Trustee (as each such term is defined therein) as amended pursuant to an amendment agreement dated 25 September 2009, a second amendment agreement dated 5 August 2011 and as the same may be further amended, supplemented, varied and/or restated from time to time</p> <p><b>"Finance Documents"</b> means the Facility Agreement, any Accession Letter, any Ancillary Document, any Compliance Certificate, any Fee Letter, any Hedging Agreement, any Resignation Letter, any Transfer Certificate and the Transaction Security Documents and any other document designated in writing as a "Finance Document" by the Agent and the Company (as all such terms are defined in the Facility Agreement )</p> <p><b>"Secured Parties"</b> means each Finance Party from time to time party to the Facility Agreement, any Receiver or Delegate and each Hedge Bank (as all such terms are defined in the Facility Agreement)</p>	

# MG01

## Particulars of a mortgage or charge

### 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 BANK OF SCOTLAND PLC (the "Security Trustee")

Address Second Floor, New Uberior House, 11 Earl Grey Street,  
Edinburgh

Postcode E H 3 9 B N

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 All and whole the area of land situated to the south east of College Street, St Helens, Merseyside shown edged red on the plan at Schedule 2 to the Mortgage and forming part of the property registered in the Land Register under Title Number MS300796 and MS527645, and
- 2 Any buildings, fixtures, fittings, fixed plant or machinery from time to time situated on or forming part of such property,  
and includes all Related Rights

#### Definitions

"Related Rights" means, in relation to any asset

- a) the proceeds of sale of any part of that asset,
- b) all rights under any licence, agreement for sale or agreement for lease in respect of that asset,
- c) all rights, powers, benefits, claims, contracts, warranties, remedies, security, guarantees, indemnities or covenants for title in respect of that asset, and
- d) any monies and proceeds paid or payable in respect of that asset

# MG01

## Particulars of a mortgage or charge

### 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 870).

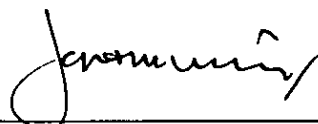
We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 866). The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it. Where a body corporate 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

# MG01

## 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 EDWARD HUNTER

Company name BURNES LLP

Address 50 LOTHIAN ROAD

FESTIVAL SQUARE

Post town EDINBURGH

County/Region MIDLOTHIAN

Postcode E H 3 9 W J

Country SCOTLAND

DX ED73 EDINBURGH

Telephone 0131 473 6000



### 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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://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. 735621  
CHARGE NO. 146**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A MORTGAGE DATED 13 JULY 2012  
AND CREATED BY NORTHERN TRUST COMPANY LIMITED  
FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM  
THE COMPANY TO BANK OF SCOTLAND PLC (THE "SECURITY  
TRUSTEE") OR ANY OF THE OTHER SECURED PARTIES 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 18 JULY 2012

**GIVEN AT COMPANIES HOUSE, CARDIFF THE 24 JULY 2012**

*RP*



*Companies House*  
— for the record —



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