

MG01

Particulars of a mortgage or charge



IRIS
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 register particulars of a charge for a Scottish company. To do this, please use form MG01s.

TUESDAY



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A13

29/12/2009

49

COMPANIES HOUSE

1

Company details

Company number 0 1 0 8 8 2 4 9

Company name in full Citibank International Plc (as trustee of The Capital Residential Fund) (the "Chargor")

For official use
22

→ 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 22 12 2009

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 Charge Over Shares (the "Charge")

4

Amount secured

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

Amount secured All or any money and liabilities which shall from time to time (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner to BoS by the Chargor or any other trustee or trustees for the time being of The Capital Residential Fund (an unauthorised unit trust constituted by a trust deed entered into between Citicorp Trustee Company Limited and Morley Fund Management Limited dated 6 July 2001 (the "Fund") (any such trustee being a "Trustee Debtor"), whether actually or contingently, solely or jointly and whether as principal or surety (or guarantor or cautioner), including any money and continued overleaf.....

Continuation page

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

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4

Amount secured

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

Amount secured

..... (as continued) liabilities of the Chargor or a Trustee Debtor to a third party which have been assigned or novated to or otherwise vested in BoS and including interest, discount, commission and other lawful charges or expenses which BoS may in the course of its business charge or incur in respect of any of those matters or for keeping the Chargor's or Trustee Debtor's account, and so that interest shall be computed and compounded according to the usual BoS rates and practice (or as otherwise agreed in writing) after as well as before any demand made or decree obtained under or in relation to the Charge.

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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 Bank of Scotland PLC ("BoS")

Address The Mound, Edinburgh

Postcode E H 1 1 Y Z

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 By way of first fixed charge:-
 - 1.1 its entire right, title and interest in and to one ordinary share of £1 in the capital of Capital Residential Fund Nominee No.1 Limited (Company Number 04089228), together with all other shares in the capital of Capital Residential Fund Nominee No. 2 Limited (Company Number 04089236) held from time to time by the Chargor (the "Shares");
 - 1.2 all rights, money or property of a capital nature at any time accruing on, or payable or receivable in respect of, any of the Shares whether by way of bonus, consolidation, conversion, exchange, option, preference, return of capital or otherwise; and
 - 1.3 all rights, money or property of an income nature, whether by way of dividend, distribution, interest or otherwise.

(together the "Charged Assets").
- 2 Negative pledge
 - 2.1 Pursuant to the Charge, the Chargor has agreed that it will not without the prior written consent of BoS:-
 - 2.1.1 create or attempt to create or permit to subsist any right in security, mortgage, charge, lien, encumbrance right of set-off (except in favour of BoS) or any trust agreement, declaration of trust, or trust arising by operation of law in respect of all or any of the Charged Assets; or

.....continued overleaf....

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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

..... (as continued)

2.1.2 sell, transfer, assign or otherwise dispose of all or any of the Charged Assets; or

2.1.3 in any way dispose of the equity of redemption of any of the Charged Assets or any interest in any such Charged Assets.

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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 866).

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 870). 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 WALKER MORRIS

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 Ian Akitt

Company name Walker Morris Solicitors

Address

Post town

County/Region

Postcode

Country

DX DX: 12051 Leeds 24

Telephone 0113 2832500



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,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS.
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



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

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

**COMPANY NO. 1088249
CHARGE NO. 22**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A CHARGE OVER SHARES DATED 22
DECEMBER 2009 AND CREATED BY CITIBANK
INTERNATIONAL PLC FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY OR ANY OTHER TRUSTEE
OR TRUSTEES FOR THE TIME BEING OF THE CAPITAL
RESIDENTIAL FUND OR A TRUSTEE DEBTOR TO BANK OF
SCOTLAND PLC OR A THIRD PARTY 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 29 DECEMBER 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10 JANUARY
2010

DX, 522.



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES