

MG01

Particulars of a mortgage or charge

124844-13



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
company. To do this, please use
form MG01s

SATURDAY
SA
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R1CNLVTF

RCS 07/07/2012 #267

COMPANIES HOUSE

A1D5GHVF

A18 14/07/2012 #280

COMPANIES HOUSE

A1CNIURD

A19 07/07/2012 #396

COMPANIES HOUSE

1

Company details

Company number 0 2 6 8 8 1 1 7

Company name in full Santon Property Investments Limited (the "Company")

64 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 2 8 0 6 2 0 1 2

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 Account Security (the "Security")

4

Amount secured

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

Amount secured All or any monies, liabilities and obligations,
whether actual or contingent and whether owed
jointly or severally or as principal debtor,
guarantor, surety or otherwise, which are now or
may at any time after the date of the Security
(whether before or at any time after demand) be or
become due in any manner by the Chargors to the
Lender under the Facilities Agreement and the other
Financing Documents, and all or any monies,
liabilities and obligations due by the Chargors
under the Security (the "Secured Obligations")

For defined terms see short particulars of all the
property mortgaged or charged

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

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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 Bruton (Eurocentral) Limited
Address Time & Life Building, 1 Bruton Street, London

Postcode W 1 J 6 T L

Name PCDF Second (B) Nominees 7 Limited
Address Time & Life Building, 1 Bruton Street, London

Postcode W 1 J 6 T L

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 In security for the payment and discharge of the Secured Obligations, the Chargors, with full title guarantee, assign absolutely by way of first legal mortgage to the Lender their whole right, title and interest, present and future, in the Security Assets

2 Subject to the terms of the Facilities Agreement, each Chargor undertakes to the Lender that it shall

a) not make or attempt any withdrawal from the Account (save in accordance with clause 8.1 of the Security) or create, attempt to create or permit any Security Interest (other than the Security and the Mezzanine Disposal Proceeds Account Charge) to subsist over or in respect of any of the Security Assets

b) not sell, transfer, lend or otherwise dispose of, or grant or create any other Security Interest over, or any option or other right to purchase or otherwise acquire, the Security Assets or any interest therein or agree, conditionally or unconditionally, to do so

3 Other than in accordance with the Facilities Agreement, the Chargors shall not be entitled to make any withdrawals from the Account without the prior written consent of the Lender

Defined terms

"Account" means the Chargors' bank account specified in schedule 1 of the Security,

"Chargors" means the Company and each of the other members of the 2005/2006 Eurocentral No 8 Syndicate named in schedule 3 to the Security,

Continued on first continuation page overleaf

Particulars of a mortgage or charge

Particulars as to commission, allowance or discount (if any)

- subscribing or agreeing to subscribe, whether absolutely or conditionally, or
- procuring or agreeing to procure subscriptions, whether absolute or conditional,

Commission, allowance or discount	None
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None

Delivery of instrument

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).

Signature

Signature

Signature _____

X *DLA P. Smith*

6/7/12

This form must be signed by a person with an interest in the registration of the charge

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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 Euan Cluness

Company name DLA Piper Scotland LLP

Address Rutland Square

EDINBURGH

Post town EDINBURGH

County/Region

Postcode E H 1 2 A A

Country

DX DX ED271 Edinburgh

Telephone 08700 111 111



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:

- ☒ [x] The company name and number match the information held on the public Register
- ☒ [x] You have included the original deed with this form
- ☒ [x] You have entered the date the charge was created
- ☒ [x] You have supplied the description of the instrument
- ☒ [x] You have given details of the amount secured by the mortgagee or chargee
- ☒ [x] You have given details of the mortgagee(s) or person(s) entitled to the charge
- ☒ [x] You have entered the short particulars of all the property mortgaged or charged
- ☒ [x] You have signed the form
- ☒ [x] 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

Particulars of a mortgage or charge

6	Short particulars of all the property mortgaged or charged
	Please give the short particulars of the property mortgaged or charged
Short particulars	<p>Continued from Short particulars of all the property mortgaged or charged</p> <p>"Facilities Agreement" means the loan agreement between the Chargors and the Lender dated 28 June 2012 as amended, novated, extended, supplemented or restated from time to time,</p> <p>"Financing Documents" shall have the meaning ascribed to that term in the Facilities Agreement,</p> <p>"Lender" means together (1) Bruton (Eurocentral) Limited incorporated in England and Wales (Registered Number 08063541) whose registered office is at Time & Life Building, 1 Bruton Street, London W1J 6TL and (2) PCDF Second (B) Nominees 7 Limited incorporated in England and Wales (Registered Number 08063333) whose registered office is at Time & Life Building, 1 Bruton Street, London W1J 6TL, acting as trustees of the Trust,</p> <p>"Mezzanine Disposal Proceeds Account" has the meaning ascribed to that term in the Facilities Agreement,</p> <p>"Security Assets" means the Account and the debts thereby represented and all sums, whether principal or interest accrued or accruing, which are at the date of the Security or may at any time thereafter be deposited in or otherwise standing to the credit of the Account, and all other rights and benefits in connection therewith,</p> <p>"Security Interest" means any mortgage, charge, pledge, lien, retention of title arrangement (other than in respect of goods purchased in the ordinary course of business), hypothecation, encumbrance or security interest of any kind, or any agreement or arrangement having substantially the same economic or financial effect as any of the foregoing (including any 'hold back' or 'flawed asset' arrangement),</p> <p>"Trust" means the trust constituted pursuant to the Trust Deed, and</p> <p>"Trust Deed" means the declaration of trust between Bruton (Eurocentral) Limited, PCDF Second (B) Nominees 7 Limited, The PCDF II (B) Limited Partnership and Bruton (Eurocentral Project Management) Limited dated on or around the date of the Security</p>



RH

FILE COPY

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

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

COMPANY NO. 2688117
CHARGE NO. 64

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT AN ACCOUNT SECURITY DATED 28
JUNE 2012 AND CREATED BY SANTON PROPERTY
INVESTMENTS LIMITED FOR SECURING ALL MONIES DUE OR
TO BECOME DUE FROM THE CHARGORS TO BRUTON
(EUROCENTRAL) LIMITED AND PCDF SECOND (B) NOMINEES 7
LIMITED 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
7 JULY 2012

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18 JULY 2012



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES