

MG01

Particulars of a mortgage or charge

100568 1130



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 reg
particulars of a charge for a Scc
company To do this, please use
form MG01s

WEDNESDAY



A10 03/08/2011 128
COMPANIES HOUSE

1	Company details	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> For official use
Company number	0 3 9 6 6 3 3 3	→ Filling in this form Please complete in typescript or in bold black capitals All fields are mandatory unless specified or indicated by *
Company name in full	Darchem Holdings Limited (the "Company")	
2	Date of creation of charge	
Date of creation	d 2 d 0 m 0 m 7 y 2 y 0 y 1 y 1	
3	Description	
Description	Please give a description of the instrument (if any) creating or evidencing the charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'	
	A shares charge between the Chargors (as defined below) and the Trustee (as defined below) relating to a credit agreement dated 11 March 2011 as amended on 29 April 2011, 17 May 2011 and 20 July 2011 (the "Charge Over Shares")	
4	Amount secured	
Amount secured	Please give us details of the amount secured by the mortgage or charge	
	All present and future monies, obligations and liabilities owed by the Chargors to the Trustee, whether actual or contingent and whether owed jointly or severally, as principal or surety and/or in any other capacity whatsoever, under or in connection with the Charge Over Shares and the Guarantee (the "Secured Obligations")	
	For definitions of capitalised terms please see the 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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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

Name

Wells Fargo Bank, National Association (the "Trustee")

Address

Postcode

Name

Address

Postcode

Continuation page

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

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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

As continuing security for the payment and discharge of the Secured Obligations, the Company unconditionally and irrevocably, with full title guarantee, charges in favour of the Trustee, by way of first fixed charge, all of its interest in the Collateral

The Charge Over Shares contains a provision for further assurance

In this Form MG01

"Chargors" means the Company, Weston Aerospace Limited, Racal Acoustics Global Limited, RAG Newco Limited, Racal Acoustics Group Limited, Racal Acoustics Holdings Limited, UKCI Limited, Acoustics Holdco Limited and Racal Acoustics Limited

"Collateral" means the Relevant Shares and the Related Assets

"Guarantee" means the English law governed guarantee dated on or about the date of the Charge Over Shares granted by the Original Guarantors (as defined therein) and the Trustee

"Related Assets" means all dividends, interest and other monies payable in respect of any Share and all other rights, benefits and proceeds in respect of or derived from any Share (whether by way of redemption, bonus, preference, option, substitution, conversion or otherwise)

"Relevant Shares" means all of the Shares of Darchem Holdings Limited, Racal Acoustics Global Limited, Esterline Advanced Sensor, RAG Newco Limited, Racal Acoustics Group Limited, Racal Acoustics Holdings Limited, UKCI Limited, Acoustics Holdco Limited, Racal Acoustics Limited, Racal Acoustics Inc, Darchem Engineering Limited, and all of the Shares now or in the future owned by a Chargor

"Share" means any share, stock, debenture or other security

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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 <ul style="list-style-type: none"> - 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	None

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).
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9	Signature Please sign the form here <div style="border: 1px solid black; padding: 5px;"> Signature <div style="display: flex; justify-content: space-between;"> X Elizabeth Lyon X </div> </div> 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 Elizabeth Lyon

Company name King & Spalding International LLP

Address Level 21, 125 Old Broad Street

Post town London

County/Region

Postcode E C 2 N 1 A R

Country

DX

Telephone 020 7551 7500



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



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 3966333
CHARGE NO. 4**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SHARES CHARGE DATED 20 JULY
2011 AND CREATED BY DARCHEM HOLDINGS LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
CHARGORS TO WELLS FARGO BANK, NATIONAL
ASSOCIATION (THE TRUSTEE) 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 3 AUGUST 2011**

GIVEN AT COMPANIES HOUSE, CARDIFF THE 4 AUGUST 2011



Companies House
— for the record —



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

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