

231056/13

MG01

Particulars of a mortgage or charge



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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 on a
company. To do this, use
form MG01s

THURSDAY



LD2 16/08/2012 #111
COMPANIES HOUSE

ise
uk

1

Company details

Company number 04743602

Company name in full LCH Clearnet Group Limited (the **Chargor**)

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 14/08/2012

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 English law governed security agreement dated 14 August 2012 between the
Chargor and the Facility Agent (as defined below) as agent and trustee
for the Finance Parties (as defined below) (the **Deed**).

4

Amount secured

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

Amount secured All present and future obligations and liabilities
(whether actual or contingent and whether owed
jointly or severally or in any other capacity
whatsoever) of each Obligor to any Finance Party
under any Finance Document (together 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 J P Morgan Europe Limited (the **Facility Agent**)

Address Loans Agency 6th floor

25 Bank Street, Canary Wharf, London.

Postcode E 1 4 5 J P

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

See continuation sheet

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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 Elaine Mok

Company name Allen & Overy LLP

Address One Bishops Square

Post town

County/Region London

Postcode E 1 6 A D

Country

DX

Telephone +44 20 3088 4515



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

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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 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

Allen & Overy LLP
(on behalf of the Facility Agent)

15 August 2012

X

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

6	Short particulars of all the property mortgaged or charged	
	Please give the short particulars of the property mortgaged or charged	
Short particulars	<p>1.1 General</p> <p>(a) All the security created under the Deed</p> <p>(i) is created in favour of the Facility Agent,</p> <p>(ii) is security for the payment, discharge and performance of all the Secured Liabilities, and</p> <p>(iii) is made with full title guarantee in accordance with the Law of Property (Miscellaneous Provisions) Act 1994</p> <p>(b) The Facility Agent holds the benefit of the Deed on trust for the Finance Parties</p> <p>1.2 Assigned Receivables</p> <p>The Chargor assigns absolutely, subject to a proviso for re-assignment on redemption, all of its rights</p> <p>(a) in respect of the Assigned Receivables, and</p> <p>(b) under the Loan Agreement</p> <p>2. RESTRICTIONS ON DEALINGS</p> <p>The Chargor must not</p> <p>(a) create or permit to subsist any Security Interest on any Security Asset, or</p> <p>(b) sell, transfer or otherwise dispose of any Security Asset</p> <p>3. INTERPRETATION</p> <p>Administrative Party means the Arranger or the Facility Agent</p> <p>Arranger means J P Morgan Chase International Financing Limited</p> <p>Assigned Receivables means the sum of US\$80,000,000 owed to the Chargor under the Loan Agreement and includes each principal amount outstanding and all interest, fees and other amounts payable to the Chargor under the Loan Agreement</p> <p>CFTC means the Commodity Futures Trading Commission</p> <p>Company means LCH Clearnet Group Limited</p> <p>Credit Agreement means the US\$80,000,000 credit agreement dated 14 August 2012 between (among others) the Chargor and the Facility Agent</p> <p>Custodian Agreement means the custodial undertaking dated 14 August 2012 between, among others, JPMorgan Chase Bank, N A as the custodian bank and the Guarantor as buyer</p>	

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	Please give the short particulars of the property mortgaged or charged	
Short particulars	<p>Facility means the credit facility made available under the Credit Agreement</p> <p>Fee Letter means any letter entered into by reference to the Credit Agreement between one or more Administrative Parties and the Company setting out the amount of certain fees referred to in the Credit Agreement</p> <p>Finance Document means</p> <ul style="list-style-type: none"> (a) the Credit Agreement, (b) a Security Document, (c) a Fee Letter, (d) the Reverse Repo, (e) the Custodian Agreement, or (f) any other document designated as such by the Facility Agent and the Company <p>Finance Party means a Lender or an Administrative Party</p> <p>Guarantor means IDCH</p> <p>IDCH means International Derivatives Clearinghouse, LLC</p> <p>Intragroup Loan means the intragroup loan to be funded from the proceeds of the Facility which must be downstreamed by the Company to IDCH</p> <p>Lender means</p> <ul style="list-style-type: none"> (a) the Original Lender, or (b) any person which becomes a Party in accordance with Clause 27.2 (Assignments and transfers by Lenders) of the Credit Agreement <p>Loan Agreement means the US\$80,000,000 intragroup loan agreement dated 14 August 2012 between the Chargor and IDCH</p> <p>Original Lender means J P Morgan Chase International Financing Limited</p> <p>Obligor means the Company or the Guarantor</p> <p>Party means a party to the Credit Agreement</p> <p>Reverse Repo means the reverse repurchase repo to be entered into by IDCH with J P Morgan Securities LLC for US government bonds and bills through a triparty arrangement in order to meet the investment requirements of the CFTC</p> <p>Security Agreement means a security agreement creating a Security Interest over the Intragroup Loan in form and substance satisfactory to the Facility Agent</p>	

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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	<p>Security Assets means all assets of the Chargor the subject of any security created by the Deed</p> <p>Security Document means</p> <ul style="list-style-type: none"> (a) each Security Agreement, and (b) any other document evidencing or creating security over any asset of an Obligor to secure any obligation of any Obligor to a Finance Party under the Finance Documents <p>Security Interest means any mortgage, pledge, lien, charge, assignment, hdypothecation or security interest or any other agreement or arrangement having a similar effect</p>	



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 4743602
CHARGE NO. 1**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT AN ENGLISH LAW GOVERNED
SECURITY AGREEMENT DATED 14 AUGUST 2012 AND
CREATED BY LCH.CLEARNET GROUP LIMITED FOR SECURING
ALL MONIES DUE OR TO BECOME DUE FROM EACH OBLIGOR
TO ANY FINANCE 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 16 AUGUST 2012

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21 AUGUST 2012

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Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES