

MG01

Particulars of a mortgage or charge

184003/13



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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 NO

You cannot use this form to register
particulars of a charge
company. To do this, use
form MG01s

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14/01/2011

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COMPANIES HOUSE

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Company details

Company number

0 5 2 2 8 4 3 8

Company name in full

Grosvenor Liverpool Limited

For official use

13

→ Filing in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

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Date of creation of charge

Date of creation

d1 d2 m0 m1 y2 y0 y1 y1

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

Shareholder's Security Agreement dated 12 January 2011 between Grosvenor
Liverpool Limited (the "Chargor") and Eurohypo AG, London Branch

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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 owned
jointly or severally or in any other capacity
whatsoever) of each Obligor to any Finance Party
under each Finance Document, except for any
obligation which, if it were so included, would
result in the Shareholder's Security Agreement
contravening sections 678 or 679 of the Companies
Act 2006.

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

Continuation page

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

Name Eurohypo AG, London Branch

Address 4th Floor, 90 Long Acre

London

Postcode W C 2 E 9 R A

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

Shares

The Chargor charged by way of a first fixed charge all of the Shares owned by it or held by any nominee on its behalf and all Related Rights.

Restrictions on Dealings

The Chargor must not

(a) create or allow to subsist any Security Interest (other than the Security Agreement) on any Security Asset, or

(b) sell, transfer, licence, lease or otherwise dispose of any Security Asset

Please see continuation sheet for definitions.

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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><u>Definitions</u></p> <p>Administrative Party has the meaning given to it in the Credit Agreement</p> <p>Borrower means Grosvenor Liverpool Fund</p> <p>Credit Agreement means a credit agreement dated 23 December 2010 between, among others, Grosvenor Liverpool Fund as borrower acting by its general partner Grosvenor Liverpool Limited, the General Partner in its own right, Grosvenor Liverpool Residential Fund acting by its general partner Liverpool One Residential GP Limited, Liverpool One Residential GP Limited in its own right, each of The Royal Bank of Scotland PLC, Eurohypo AG London Branch, DekaBank Deutsche Girozentrale and Credit Agricole Corporate and Investment Bank as original lenders, the Documentation Agent and the Facility Agent</p> <p>Documentation Agent means The Royal Bank of Scotland plc in its capacity as facility documentation agent.</p> <p>Facility Agent means Eurohypo AG, London Branch.</p> <p>Fee letter means any letter entered into by reference to the Credit Agreement between one or more Administrative Parties and the Borrower 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) any Hedging Arrangement; (d) a Subordination Agreement, (e) a Fee Letter, (f) a Transfer Certificate, or (g) any other document designated as such by the Facility Agent and the Borrower <p>Finance Party means a Lender, a Counterparty or an Administrative Party (as each term is defined in the Credit Agreement).</p> <p>General Partner means Liverpool One Residential GP Limited.</p> <p>Guarantor means the General Partner, Grosvenor Liverpool Residential Fund or Grosvenor Liverpool Limited</p> <p>Hedging Arrangement means any interest hedging arrangement entered into by the Borrower in connection with interest payable under the Credit Agreement</p> <p>Obligor means the Chargor, Borrower or Guarantor</p>	



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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

Related Rights means

- (a) any dividend or interest paid or payable in relation to any Shares, and
- (b) any right, money or property accruing or offered at any time in relation to any Shares by way of redemption, substitution, exchange, bonus or preference, under option rights or otherwise

Security Agreement means

- (a) the Security Agreement,
- (b) the Shareholder's Security Agreement,
- (c) any other document evidencing or creating security over any asset to secure any obligation of any Obligor to a Finance Party under the Finance Documents, or
- (d) any other document designated as such by the Facility Agent and the Borrower.

Security Assets means all assets of each Chargor the subject of any security created by the Security Agent.

Security Interest means any mortgage, pledge, lien, charge, assignment, hypothecation or security interest or any other agreement or arrangement having a similar effect

Shareholder's Security Agreement means a charge over the shares of the General Partner and a charge over the shares of Grosvenor Liverpool Limited, each substantially in the form set out in the Credit Agreement with such amendments as the Facility Agent may approve or reasonably require.

Subordination Agreement means a subordination agreement substantially in the form set out in the Credit Agreement with such amendments as the Facility Agent may approve or reasonably require.

Shares means all of the shares in the share capital of the General Partner

Transfer Certificate means a certificate substantially in the form set out in the Credit Agreement with such amendments as the Facility Agent may approve or reasonably require or any other form agreed between the Facility Agent and the Borrower

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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 Nabano LLP

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



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 AA/LZT/G2028-00024

Company name NABARRO LLP

Address LACON HOUSE

84 THEOBALD'S ROAD

Post town LONDON

County/Region

Postcode W C 1 X 8 R W

Country UNITED KINGDOM

DX DX77 Chancery Lane London

Telephone 02075246000



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 enquires@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. 5228438
CHARGE NO. 13**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SHAREHOLDER'S SECURITY
AGREEMENT DATED 12 JANUARY 2011 AND CREATED BY
GROSVENOR LIVERPOOL 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 14 JANUARY 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18 JANUARY
2011

Handwritten signature: NAL DX



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES