

MG01

Particulars of a mortgage or charge

079502/13

Oyez

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
particulars of a charge for a
company. To do this, please
form MG01s

FRIDAY



LD7 *L1OR0KG2* 28/12/2012 #249

COMPANIES HOUSE

For official use

1 Company details

Company number 0 5 2 8 4 1 4 2

Company name in full Alpari (UK) Limited

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 01 09 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

The prime brokerage cash account agreement between (1) Alpari (UK)
Limited (the Client); and (2) Morgan Stanley & Co. International plc (MSI
plc) acting for itself and as agent for the Associated Firms and Morgan
Stanley Securities Limited (MSSL).

4 Amount secured

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

Amount secured

Please see the attached continuation sheets.

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 ☒ Morgan Stanley & Co International plc

Address 25 Cabot Square, Canary Wharf, London

Postcode E 1 4 4 Q A

Name ☒ Morgan Stanley Securities Limited

Address 25 Cabot Square, Canary Wharf, London

Postcode E 1 4 4 Q A

Continuation page

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

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 Please see attached continuation sheets

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7	Particulars as to commission, allowance or discount (if any)	
	<p>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</p> <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, <p>for any debentures included in this return The rate of interest payable under the terms of the debentures should not be entered</p>	
Commission allowance or discount	None applicable	
8	Delivery of instrument	
	<p>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)</p> <p>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)</p>	
9	Signature	
Signature	<p>Please sign the form here</p> <p>Signature</p> <p>- X Fresh fields Bruckhaus Der ingen X</p> <p>This form must be signed by a person with an interest in the registration of the charge</p>	

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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

Ferdisha Snagg / James Smethurst

Company name

Freshfields Bruckhaus Deringer LLP

Address

65 Fleet Street

London

England

Post town

United Kingdom

Country/Region

Postcode

E C 4 Y 1 H S

Country

DX

DX 23 London/Chancery Lane

Telephone

020 7936 4000



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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4	Amount secured	
	Please give us details of the amount secured by the mortgage or charge	
Amount secured	<p>The Client grants the charge to MSI plc for itself and as trustee for MSSL and the Associated Firms as continuing security for the payment and discharge of the aggregate (as determined by MSI plc) of all monies, debts, liabilities and obligations which now are or have been or at any time hereafter may be or become due, owing or incurred by the Client to MSI plc, MSSL or any Associated Firm under the Customer Agreement and/or the ISDA Master Agreement, any transaction, contract or otherwise, together with any reasonable costs, charges or expenses (including, without limitation, reasonable legal fees) which Morgan Stanley may incur in perfecting, enforcing or maintaining, or attempting to perfect, enforce or maintain, any of its rights under the PBCA, the Customer Agreement and/or the ISDA Master Agreement, any transaction there-under or otherwise (the Liabilities).</p> <p>Unless defined elsewhere in this form MG01, capitalised terms used in this form shall have the meanings given to them in the continuation pages attached hereto.</p> <p>Unless the context otherwise requires, capitalised terms importing the plural include the singular and vice versa</p>	

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Mortgagee(s) or person(s) entitled to the charge

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge

Name Associated Firms (as defined in these particulars)

Address

Postcode

Name

Address

Postcode

Name

Address

Postcode

Name

Address

Postcode

Name

Address

Postcode

Name

Address

Postcode

Name

Address

Postcode

Name

Address

Postcode

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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 security for the Liabilities the Client charges to MSI plc for itself and as trustee for MSSL and the Associated Firms by way of first fixed charge with full title guarantee and free of any adverse interest.

(a) all cash credited to the Account and any other account with any third party appointed by Morgan Stanley pursuant to the Customer Agreement,

(b) all sums of money held by Morgan Stanley for the Client, the benefit of all accounts in which any such money may be held and all the Client's rights, title and interest relating to such accounts, and

(c) any rights or claims of the Client under the PBCA, the ISDA Master Agreement and/or the Customer Agreement,

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in each case so that the covenants implied by the Law of Property (Miscellaneous Provisions) Act 1994 in the charges contained or created pursuant to the PBCA are construed with the omission of (i) the words "other than any charges, encumbrances or rights which that person does not and could not reasonably be expected to know about" in section 3(1), and (ii) section 6(2) of that Act. Sections 93 and 103 of the Law of Property Act 1925 will not apply to the PBCA.

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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>Account means an account opened for the Client pursuant to the Customer Agreement,</p> <p>Associated Firms means any undertaking in the Morgan Stanley group of companies from time to time and includes but is not limited to those companies listed in Schedule 2 of the Customer Agreement as may be amended from time to time,</p> <p>Client means Alpari (UK) Limited,</p> <p>Customer Agreement means Morgan Stanley's standard terms of business issued by MSI plc as agent for the Associated Firms and MSSL;</p> <p>ISDA Master Agreement means the ISDA Master Agreement between MSI plc and the Client dated as of the date of the PBCA;</p> <p>Morgan Stanley means MSI plc, MSSL or any Associated Firm;</p> <p>MSI plc means Morgan Stanley & Co. International plc;</p> <p>MSSL means Morgan Stanley Securities Limited;</p> <p>PBCA means the prime brokerage cash account agreement dated 19 December 2012 between (1) the Client, and (2) MSI plc acting for itself and as agent for the Associated Firms and MSSL, and</p> <p>Security means the security created by, or pursuant to, the PBCA.</p>	

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6	Short particulars of all the property mortgaged or charged	
Short particulars	<p data-bbox="357 376 1043 403">Please give the short particulars of the property mortgaged or charged</p> <p data-bbox="357 443 1484 533">Except for the Security the Client will not create or have outstanding any other security interest whatsoever on or over the cash which is subject to the Security.</p> <p data-bbox="357 568 1516 658">In order to perfect Morgan Stanley's rights under the Customer Agreement or the PBCA (including but not limited to the Security), the Client agrees to take any actions that Morgan Stanley reasonably requests.</p>	



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 5284142
CHARGE NO. 3**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A PRIME BROKERAGE CASH
ACCOUNT AGREEMENT DATED 19 DECEMBER 2012 AND
CREATED BY ALPARI (UK) LIMITED FOR SECURING ALL
MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO
MORGAN STANLEY & CO INTERNATIONAL PLC AND MORGAN
STANLEY SECURITIES LIMITED AND ANY ASSOCIATED FIRMS
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 28 DECEMBER 2012

GIVEN AT COMPANIES HOUSE, CARDIFF THE 4 JANUARY 2013



Companies House



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