

MG04

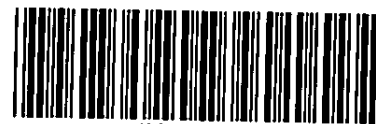
Application for registration of a memorandum of satisfaction that part (or the whole) of the property charged (a) has been released from the charge; (b) no longer forms part of the company's property



☒ **What this form is for**
You may use this form to register a memorandum of satisfaction where part or the whole of the property has a) been released from the charge or b) ceased to form part of the property

☐ **What this form is NOT for**
You cannot use this form to register a memorandum of satisfaction where part or the whole of the property a) has been released from the charge or b) no longer forms part of the company's property company registered in Scotland do this, please use MG04s

For further information, please



LD6 09/07/2010 48
COMPANIES HOUSE

FRIDAY

1 Company details

Company number 0 5 3 1 0 6 5 5

Company name in full INEOS EUROPE LIMITED

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 Creation of charge

Date charge created d1 d2 m0 m5 y2 y0 y1 y0

Description ① Debenture dated 12 May 2010 between, amongst others, INEOS Europe Limited and Barclays Bank PLC as Security Agent (the "Debenture")

Date of registration ② d1 d2 m0 m5 y2 y0 y1 y0

① You should give a description of the instrument (if any) creating or evidencing the charge, e.g. 'Legal charge'

② The date of registration may be confirmed from the certificate

3 Name and address of chargee(s), or trustee(s) for the debenture holders

Please give the name and address of the chargee(s), or trustee(s) for the debenture holders

Name BARCLAYS BANK PLC

Address 5 THE NORTH COLONNADE, CANARY WHARF

LONDON

Postcode E 1 4 4 B B

Name

Address

Postcode

Name

Address

Postcode

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

MG04

Application for registration of a memorandum of satisfaction that part (or the whole) of the property charged (a) has been released from the charge, (b) no longer forms part of the company's property

4 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 SHEETS

5 Satisfaction of the property charged

I confirm that with respect to the charge described above that ①

- ☒ part of the property
☐ the whole of the property

has ①

- ☒ been released from the charge
☐ ceased to form part of the company's property or undertaking
☐ been released from the charge and ceased to form part of the company's property

① Please tick one box only

6 Signature

Please sign the form here

Signature

Signature

X Slaughter and May
(on behalf of the company) X

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

MG04

Application for registration of a memorandum of satisfaction that part (or the whole) of the property charged (a) has been released from the charge, (b) no longer forms part of the company's property



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. The contact information you give will be visible to searchers of the public record.

Contact name **ANNIE BOWDEN**

Company name
SLAUGHTER AND MAY

Address **ONE BUNHILL ROW**

Post town **LONDON**

County/Region

Postcode **E C 1 Y 8 Y Y**

Country **UK**

DX

Telephone



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 correctly completed the charge details in Section 2
- ☐ You have given the name and address of the chargee, or trustee for the debenture holders
- ☐ You have completed the details of the short particulars of the property charged
- ☐ You have completed both parts of Section 5
- ☐ You have signed the form



Important information

Please note that all information on this form will appear on the public record.



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

MG04 - continuation page

Application for registration of a memorandum of satisfaction that part (or the whole) of the property charged (a) has been released from the charge, (b) no longer forms part of the company's property

4 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

PART A

Short particulars of property released

1 (i) The Bank Accounts, and

(ii) the Securitisation Receivables, present and/or future (and, without limitation to the foregoing, any directly related rights),

from the Security Interests created in favour of the Security Agent by, under or pursuant to any and all of the Security Documents

2 All rights or title to and interests in and relating to the Released Property

PART B

Definitions

In this Form MG04

"**Affiliate**" means, in relation to any person, a Subsidiary of that person or a Holding Company of that person or any other Subsidiary of that Holding Company,

"**Bank Accounts**" means the bank accounts listed in Schedule 2 (*Bank Accounts*) to the Deed of Release and any bank account notified by the Principal Obligor or any Company to the Security Agent as being used wholly and exclusively for the collection or receipt of sums receivable under, or the proceeds of, Securitisation Receivables disposed of pursuant to the Securitisation Programme,

"**BP Group**" means BP plc and its Subsidiaries from time to time,

"**BP Receivables**" means, on any calculation date, those receivables which are either owed by any member of the BP Group or guaranteed by any members(s) of the BP Group,

"**Company**" means each of INEOS Europe Limited, INEOS Americas LLC, INEOS USA LLC and INEOS Phenol GmbH,

"**Deed of Release**" means the deed of release dated 12 May 2010 between the Security Agent, the Companies and the Principal Obligor,

"**Eligible Receivables**" means those Receivables which are originated by and owing to Group Companies incorporated in Belgium, France, Germany, Italy, the United States, the United Kingdom and such other jurisdictions as the Receivables Purchaser may agree, excluding any BP Receivables and any intra-Group Receivables,

MG04 - continuation page

Application for registration of a memorandum of satisfaction that part (or the whole) of the property charged (a) has been released from the charge, (b) no longer forms part of the company's property

4 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

"Excluded Company" means

- (a) any Receivables Purchaser and any other limited liability company established or to be established solely for the purposes of a Permitted Receivables Securitisation (as defined in the Senior Facilities Agreement) and, for the avoidance of doubt, shall also include any other company or entity in which no Group Company owns any equity shares established or to be established solely for complying with legal and/or accounting requirements for securitisation transactions in any jurisdiction and forming part of a Permitted Receivables Securitisation for the purposes of the Senior Facilities Agreement, and
- (b) any subsidiary of any company referred to in (a),

"Group" means INEOS Group Limited and its Subsidiaries from time to time (excluding for all purposes any Excluded Company and INEOS Technologies Limited),

"Group Company" means a member of the Group,

"Holding Company" means, in relation to a company or corporation or other person, a company or corporation in respect of which that person is a Subsidiary,

"MS Group" means Morgan Stanley Capital Group Inc (a Delaware company with number 2028833 whose principal place of business is at 1585 Broadway, New York, New York 10036) and each of its Affiliates,

"MS Receivables" means receivables owed by any member of the MS Group,

"Principal Obligor" means INEOS Holdings Limited a company incorporated in England and Wales with registered number 4215887,

"Receivables" means the unpaid portion of the indebtedness and other obligations of any trade debtor of the Principal Obligor and/or any of its Subsidiaries in respect of the supply of products, goods and/or services by that Group Company (including the right to payment of any interest or finance charges, any amount in respect of value added taxes included therein, late payment charges, delinquency charges, extension or collection fees and all other obligations of the relevant trade creditor(s) with respect thereto) but excluding any BP Receivables, MS Receivables and any intra-Group Receivables,

"Receivables Purchaser" means one or more limited liability special-purpose, bankruptcy-remote, subsidiaries or independent, non-connected special purpose vehicle(s),

MG04 - continuation page

Application for registration of a memorandum of satisfaction that part (or the whole) of the property charged (a) has been released from the charge; (b) no longer forms part of the company's property

4 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

"Released Property" means (i) the Bank Accounts, and (ii) all of the Securitisation Receivables including (for the avoidance of doubt) any monies standing to the credit of any bank accounts from time to time which represent the collections and/or proceeds of any Securitisation Receivables disposed of pursuant to the Securitisation Programme which are (or would, save for the releases provided for in the Deed of Release, be) the subject of any Security Interests created by any of the Companies in favour of the Security Agent arising under the Security Documents,

"Securitisation Programme" means the securitisation of any Eligible Receivables pursuant to the receivables loan agreement originally dated 7 July 2006 (as amended, supplemented, varied or replaced from time to time), between, amongst others, INEOS Finance (Ireland) Limited (as Borrower), INEOS Holdings Limited (as the Master Servicer) and the Managing Agents named therein and each of the other Transaction Documents (in each case, as defined in the common terms document edition 5 dated 9 April 2009 (as amended, supplemented, varied or replaced from time to time and signed by the security trustee under the Securitisation Programme)),

"Securitisation Receivables" means all or a designated portion of the Eligible Receivables, present and/or future, together with any related rights and assets, present and/or future, in respect of such Eligible Receivables, including but not limited to agreements, collateral and other security arrangements, insurance policies, guarantees, letters of credit, collections from and proceeds of any such Eligible Receivables, balances on the bank accounts to the extent representing such collections and proceeds and other rights, in each case, to the extent directly related to such Eligible Receivable,

"Security Agent" means Barclays Bank PLC in its capacity as agent and trustee for itself and the other Secured Parties (as defined in the Debenture) under the Security Documents,

"Security Documents" means each of the security documents specified in Schedule 2 (*Security Documents*) to the Senior Facilities Agreement (including the Debenture) and all other documents entered into by any member of the Group or any other person creating, evidencing or granting a Security Interest in favour of any Senior Finance Party (whether alone or together with any Senior Secured Noted Creditor) in relation to the obligations of any Obligor or any other guarantor under any Senior Finance Document (each such term as defined in the Debenture and/or the Senior Facilities Agreement),

"Security Interests" means any mortgage, charge (fixed or floating), pledge, lien, hypothecation, right of set-off, security trust, assignment by way of security, assignation in security, standard security, reservation of title, any other security interest or any other agreement or arrangement (including a sale and repurchase arrangement) having the commercial effect of conferring security,

MG04 - continuation page

Application for registration of a memorandum of satisfaction that part (or the whole) of the property charged (a) has been released from the charge; (b) no longer forms part of the company's property

4 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

"Senior Facilities Agreement" means the senior facilities agreement dated 12 May 2010 (as amended, supplemented, varied or replaced from time to time) entered into between, amongst others, the Principal Obligor, certain other companies as Borrowers and Guarantors, the Original Lenders referred to therein and the Security Agent, and

"Subsidiary" means a subsidiary within the meaning of section 1159 of the Companies Act 2006 (excluding for all purposes any Excluded Company and INEOS Technologies Limited)