

MG01

Particulars of a mortgage or charge



128943/13  
**IRIS**  
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**

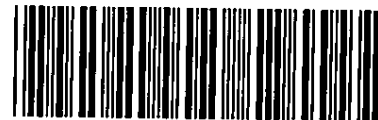
You may use this form to register particulars of a mortgage or charge in England and Wales or Northern Ireland.



**What this form is NOT for**

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

MONDAY



LD3 11/01/2010 43  
COMPANIES HOUSE

1

**Company details**

Company number 0 5 6 0 1 7 0 9

Company name in full Barchester Properties Construction Limited  
(the "Company")

For official use

6

→ **Filling 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 d3 d0 m1 m2 y2 y0 y0 y9

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**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 Security Assignment of Account (the "Security Assignment")

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**Amount secured**

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

Amount secured

All obligations owing to the Secured Parties by Grove under or pursuant to the Loan Letter, whether present or future, actual or contingent (and whether incurred by Grove alone or jointly, and whether as principal or surety or in some other capacity) together with all costs and expenses which the Assignee may incur in enforcing or obtaining or attempting to enforce or obtain payment of any amounts due under Clause 15 (Costs and Expenses) of the Security Assignment.

**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	Garnett International S.A. (the "Assignee")
Address	Vanterpool Plaza, 2nd Floor Wickams Cay I, Road Town, Tortola, British Virgin Islands
Postcode	
Name	
Address	
Postcode	

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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

By way of security assignment all of the Company's right, title and interest, present and future, in, under and to the Account and the proceeds standing to the credit of the Account, including, without limitation, all present and future claims, causes of action, payments and proceeds in respect thereof.

Notes:

1. The Company undertakes to the Assignee for the duration of the Security Assignment that it shall:
  - (A) procure that all Funds received by the Company from the date of the Security Assignment are immediately paid into the Account without any deduction;
  - (B) only withdraw all or any part of the monies standing to the credit of the Account for the purpose of Property Development, the Property Acquisitions and/or in accordance with the written instructions of the Assignee;
  - (C) not sell, assign, transfer or otherwise dispose of all or any part of the Assigned Property (other than pursuant to the security created under the Grove Security Assignment);
  - (D) not create, grant or permit to subsist any security interest over all or any of its right, title and interest in the Assigned Property (other than pursuant to the security created under the Grove Security Assignment);
  - (E) not do or permit to be done any act or thing which might jeopardise the rights of the Assignee in the Assigned Property or which might adversely affect or diminish the value of the Assigned Property;
  - (F) promptly notify the Assignee of any circumstances which give rise, or may reasonably be expected to give rise, to a claim on or under the Assigned Property;
  - (G) promptly comply with its obligations in relation to the Assigned Property; and

(Continued)

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**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

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**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).

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**Signature**

Please sign the form here.

Signature

Signature

X *Simon Christopher Brown* 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 JPLM/ESTA/22346.18

Company name Berwin Leighton Paisner LLP

Address Adelaide House

London Bridge

Post town London

County/Region

Postcode E C 4 R 9 H A

Country

DX 92 LONDON/CHANCERY LN

Telephone +44 (0)20 7760 1000



### 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,  
First Floor, Waterfront Plaza, 8 Laganbank Road,  
Belfast, Northern Ireland, BT1 3BS.  
DX 481 N.R. Belfast 1.



### Further information

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)

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### Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged.

Short particulars

(H) not take or omit to take any action which might result in the alteration or impairment of any rights in the Assigned Property.

2. The Security Assignment provides that the Company shall promptly execute all documents and do all things (including the execution and delivery of any Notice of Assignment) that the Assignee may reasonably specify for the purpose of (a) exercising all its rights powers and remedies under the Security Assignment or by law, (b) securing and perfecting its security over or title to all or any part of the Assigned Property or (c) facilitating any dealings by the Assignee pursuant to the powers granted to the Assignee under the Security Assignment.

3. The Security Assignment contains or incorporates the following definitions:

"Account" means an account numbered 101001526 (sort code 16-00-32) opened and/or maintained with the Account Bank for the purpose of holding the Funds.

"Account Bank" means The Royal Bank of Scotland PLC.

"Assigned Property" means the rights and property expressed to be assigned by the Security Assignment and described above.

"Funds" means an aggregate amount of £4,000,000 advanced to the Company (whether directly or indirectly) by the Assignee in payment for the Loan Notes to be used for the purposes of Property Development and/or the Property Acquisitions.

"Grove" means Grove Limited of 22 Grenville Street, St Helier, Jersey JE4 8PX with registered number 74757.

"Grove Security Assignment" means the second ranking security assignment of the Assigned Property granted by the Company in favour of Grove, dated on or about the date of the Security Assignment.

"Lender" means the 'Lenders' from time to time as defined in the Loan Letter being currently: Garnett International S.A., Kenneth Adrian Raymond Wilson, Kirsten Hughes as trustee for The Swan Trust and Francesca Welbore-Ker.

"Loan Letter" means the letter agreement as amended from time to time entered into between, amongst others, the Assignee and Grove on or about the date of the Security Assignment pursuant to which *inter alia* the Lenders agree to make secured interest-free loans to Grove to help fund the Property Development and the Property Acquisitions.

"Property Acquisitions" means the acquisition by the Company of the following properties:

(A) land on the west side of Lowestoft Road, Hopton, Norfolk registered under title number NK306878 (the "Hopton Property"); and

(B) Red Cott Farm, 95 Booths Hill Road, Lymm, WA13 0EG registered under title number CH577638 (the "Red Cott Property").

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Please give the short particulars of the property mortgaged or charged.

Short particulars

"**Property Development**" means any property development activities undertaken by the Company, whether in respect of the Hopton Property and the Red Cott Property, or any other properties.

"**Secured Parties**" means the Assignee and each Lender.



## **CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE**

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

**COMPANY NO. 5601709  
CHARGE NO. 6**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A SECURITY ASSIGNMENT OF  
ACCOUNT DATED 30 DECEMBER 2009 AND CREATED BY  
BARCHESTER PROPERTIES CONSTRUCTION LIMITED FOR  
SECURING ALL MONIES DUE OR TO BECOME DUE FROM  
GROVE TO THE SECURED PARTIES 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 11 JANUARY 2010**

**GIVEN AT COMPANIES HOUSE, CARDIFF THE 12 JANUARY  
2010**



*Companies House*  
— for the record —



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