

# MG01

## Particulars of a mortgage or charge

$$645486 \overline{) 39}$$


**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

**X 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



\*L1LCDZEA\*

LD4 09/11/2012 #15

COMPANIES HOUSE

<b>1</b> <b>Company details</b>		<div style="border: 1px solid black; padding: 2px; display: inline-block;">2</div> <div style="border: 1px solid black; width: 20px; height: 20px; display: inline-block;"></div> <div style="border: 1px solid black; width: 20px; height: 20px; display: inline-block;"></div> <div style="font-size: 8px;">For official use</div>
Company number	<div style="border: 1px solid black; padding: 2px; display: inline-block;">0</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">6</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">2</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">7</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">8</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">3</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">7</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">8</div>	<b>→ Filling in this form</b> Please complete in typescript or in bold black capitals  All fields are mandatory unless specified or indicated by *
Company name in full	SHP Opportunity Fund General Partner Limited (the <b>General Partner</b> )	
<b>2</b> <b>Date of creation of charge</b>		
Date of creation	<div style="border: 1px solid black; padding: 2px; display: inline-block;">d</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">0</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">d</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">5</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">m</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">1</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">m</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">1</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">y</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">2</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">y</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">0</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">y</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">1</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">y</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">2</div>	
<b>3</b> <b>Description</b>		
	Please give a description of the instrument (if any) creating or evidencing the charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'	
Description	A security agreement supplemental to the Security Agreement (as defined below) (the <b>Supplemental Security Agreement</b> )	
<b>4</b> <b>Amount secured</b>		
	Please give us details of the amount secured by the mortgage or charge	
Amount secured	The liabilities of the Obligors to the Lender under or pursuant to the Finance Documents (the <b>Secured Liabilities</b> )	<b>Continuation page</b> Please use a continuation page if you need to enter more details
Note Capitalised terms not defined on this page are defined in the MG01 continuation sheets attached		

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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

HSBC Bank plc (the Lender)

Address

West End Corporate Banking Centre

70 Pall Mall London

Postcode

S W 1 Y 5 E Z

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

See the MG01 Continuation Sheet attached

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Particulars of a mortgage or charge

<p><b>7</b></p>	<p><b>Particulars as to commission, allowance or discount (if any)</b></p> <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"> <li>- subscribing or agreeing to subscribe, whether absolutely or conditionally, or</li> <li>- procuring or agreeing to procure subscriptions, whether absolute or conditional,</li> </ul> <p>for any debentures included in this return The rate of interest payable under the terms of the debentures should not be entered</p>	
<p>Commission allowance or discount</p>	<p>Nil</p>	
<p><b>8</b></p>	<p><b>Delivery of instrument</b></p> <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>	
<p><b>9</b></p>	<p><b>Signature</b></p> <p>Please sign the form here</p> <p>Signature</p> <p>X SNR Denton UK LLP 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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## 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

Andrew Wood / 54318 00327

Company name

SNR Denton UK LLP

Address

One Fleet Place

Post town

London

County/Region

Greater London

Postcode

E C 4 M 7 W S

Country

England

DX

Telephone

+44 (0)20 7320 6531



### 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](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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Particulars of a mortgage or charge

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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

**1 Creation of Security**

Each Chargor charged by way of first legal mortgage its interest in St Andrews Square Shopping Centre, Droitwich Spa, Worcestershire registered at the Land Registry with freehold title absolute under title number HW137458

**2 Nature of Security created**

The Security created under the Supplemental Security Agreement was created

- (a) as a continuing security to secure the payment and discharge of the Secured Liabilities,
- (b) in favour of the Lender, and
- (c) with full title guarantee

**3 Negative Pledge**

In the Security Agreement (as supplemented by the Supplemental Security Agreement) the Chargors undertook not to create or permit to subsist any Security over any Security Asset except for Permitted Security

**4 Definitions**

In this Form MG01

**Chargors** means the General Partner and the Partnership

**Facility Agreement** means the facility letter dated 31 March 2011 between the Partnership (acting by the General Partner) and the Lender as amended, restated, varied, supplemented or novated from time to time

**Finance Documents** means

- (a) the Facility Agreement,
- (b) each Legal Charge in respect of each Acceptable Additional Property,
- (c) any Subordination Deed,
- (d) the Security Agreement as supplemented from time to time,
- (e) any Hedging Agreements,

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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>(f) the Amendment and Restatement Agreement dated 5 November 2012 between the General Partner, the Partnership and the Lender,</p> <p>(g) the Property Company Documents, and</p> <p>(h) any other document designated as such in writing by the Chargors and the Lender,</p> <p>(in the case of (b), (c), (e), (f) and (g) above as such capitalised terms are defined in the Facility Agreement)</p> <p><b>Land</b> has the same meaning as it has in section 205(1) of the Law of Property Act 1925</p> <p><b>Obligor</b> means the Partnership, the General Partner and each Property Company</p> <p><b>Partnership</b> means SHP Opportunity Fund (registered in England and Wales as a limited partnership under the Limited Partnerships Act 1907 with registered number LP012268 acting by the General Partner)</p> <p><b>Property Company</b> has the meaning given to it in the Facility Agreement</p> <p><b>Security</b> means each Security Interest created or intended to be created by the Finance Documents</p> <p><b>Security Agreement</b> means a security agreement dated 16 November 2011 between the General Partner, the Partnership and the Lender</p> <p><b>Security Asset</b> means all of the assets of the General Partner and the Partnership which are the subject of any Security created or to be created by the Security Agreement</p> <p><b>Security Interest</b> means a mortgage, charge, assignment, pledge, lien, standard security, assignation or other security interest securing any obligation of any person or any other agreement or arrangement having a similar effect</p> <p><b>Permitted Security</b> means</p> <p>(a) the Security,</p> <p>(b) any lien arising by operation of law and in the ordinary course of day to day trading (and not as a result of any act, omission or default by an Obligor),</p> <p>(c) any netting or set-off arrangement entered into by an Obligor in the ordinary course of any banking or hedging arrangements permitted to be entered into by the terms of the Finance Documents,</p> <p>(d) any retention of title, hire purchase or conditional sale arrangements entered into on normal commercial terms in the ordinary course of day to day trading, and</p>	

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## Particulars of a mortgage or charge

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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

(e) any other Security Interest approved in writing by the Lender



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

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

COMPANY NO. 6278378  
CHARGE NO. 2

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A SUPPLEMENTAL SECURITY  
AGREEMENT DATED 5 NOVEMBER 2012 AND CREATED BY  
SHP OPPORTUNITY FUND GENERAL PARTNER LIMITED FOR  
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE  
OBLIGORS TO HSBC BANK PLC 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 9 NOVEMBER  
2012

GIVEN AT COMPANIES HOUSE, CARDIFF THE 13 NOVEMBER  
2012

L.C



**Companies House**



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