

MG01

Particulars of a mortgage or charge



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LASERFORM

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

WEDNESDAY



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L191GUFT

16/05/2012

#100

COMPANIES HOUSE

1

Company details

Company number

0 6 7 9 8 6 0 7

Company name in full

Capital & Counties CG 9 Limited as general partner
(the "General Partner") of Capital & Counties CGP 9



For official use



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

d3 d0 m0 m4 y2 y0 y1 y2

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

Beneficiary Undertaking dated 30 April 2012 and made between the General
Partner in its capacity as general partner for Capital & Counties CGP 9
(the "Beneficiary") and Nykredit Realkredit A/S, as trustee and agent for
the Secured Finance Parties (in such capacity, the "Security Trustee")
(the "Beneficiary Undertaking").

4

Amount secured

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

Amount secured

All present and future indebtedness, moneys,
obligations and liabilities of each Obligor to the
Secured Finance Parties under the Finance Documents
(including the Beneficiary Undertaking), in
whatever currency denominated, whether actual or
contingent and whether owed jointly or severally or
as principal or as surety or in some other
capacity, including any liability in respect of any
further advances made under the Finance Documents,
together with all Expenses (the "Secured
Obligations")

Continuation page

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

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5 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 Nykredit Realkredit A/S

Address Kalvebod Brygge 4, 1780 Copenhagen V, Denmark

Postcode

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

Short particulars of the property mortgaged or charged

All of the Beneficiary's rights in respect of the Trust Property which would be overreached pursuant to an enforcement of the relevant security constituted by the New Debenture and/or the Supplemental Legal Mortgage or any other Supplemental Legal Mortgage entered into from time to time, without any reference to (and without any recourse to such Trust Property, the Security Trustee, any Secured Finance Party or any other party to the New Debenture, the Supplemental Legal Mortgage or any other Supplemental Legal Mortgage entered into from time to time) the Beneficiary

Definitions

All defined terms and expressions used herein shall, if not otherwise defined, have the following meanings and any terms not herein defined shall have the meaning given to such a term in the Facility Agreement (as defined below)

Borrowers means the Beneficiary acting by the General Partner and CapCo Floral Place Limited

Declaration of Trust. means the declaration of trust dated 30 April 2012 between the Beneficiary, the Nominee and the General Partner.

Expenses has the meaning given to it in the Facility Agreement

Finance Documents has the meaning given to it in the Facility Agreement

MG01 - continuation page

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>Facility Agreement: a facility agreement dated 18 October 2007 as amended and restated on 6 April 2009, as amended by an amendment agreement dated 17 December 2009, as amended and restated on 5 March 2010 and as amended and restated on 28 February 2012 and made between, amongst others, (1) the General Partner, (2) the Nominee; (3) the Beneficiary and CapCo Floral Place Limited, (4) 34 Henrietta Street Limited and (5) Nykredit Realkredit A/S as lender</p> <p>Lender: means Nykredit Realkredit A/s (registered no. 12719280 Copenhagen) a company registered in Denmark of Kalvebod Brygge 4, 1780 Copenhagen V, Denmark as lender</p> <p>New Debenture: means the debenture in an agreed form to be given to the Security Trustee by the Borrowers, the General Partner and the Nominee as a condition precedent under the First Amendment and Restatement Agreement (as defined in the Facility Agreement).</p> <p>Nominee: means Capital & Counties CG Nominee 9 Limited (a company incorporated in England and Wales with Company No. 06798610) whose registered office is at 15 Grosvenor Street, London W1K 4QZ.</p> <p>Obligor: means the Borrowers, the General Partner, the Nominee and 34 Henrietta Street Limited and each is an Obligor.</p> <p>Registration Guarantor: means Nykredit Bank A/S as guarantor under the Registration Guarantee (as defined in the Facility Agreement)</p> <p>Secured Finance Parties: means the Lender, the Registration Guarantor, the Swap Provider and the Security Trustee.</p> <p>Supplemental Legal Mortgage: means the supplemental legal mortgage dated on or about the date of the Beneficiary Undertaking to be entered into by the Security Trustee, the General Partner and the Nominee.</p> <p>Swap Provider: Nykredit Bank A/S no. 10519608, a company incorporated in Denmark of Kalvebod Brygge 4, 1780 Copenhagen V, Denmark</p> <p>Trust Property: means the assets, which the Nominee and the General Partner hold on trust for the Beneficiary pursuant to the Declaration of Trust.</p>

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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 870).

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).

9 Signature

Please sign the form here

Signature

Signature

X CMS Cameron McKenna LLP X

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

CHFP025

03/11 Version 5.0

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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 jsto/fifa/102427.00019

Company name CMS Cameron McKenna LLP

Address Mitre House

160 Aldersgate Street

London

Post town

County/Region

Postcode E C 1 A 4 D D

Country

DX DX 135316 BARBICAN 2

Telephone 020 7367 3000



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:

- ☒ [x] The company name and number match the information held on the public Register
- ☒ [x] You have included the original deed with this form
- ☒ [x] You have entered the date the charge was created
- ☒ [x] You have supplied the description of the instrument
- ☒ [x] You have given details of the amount secured by the mortgagee or chargee
- ☒ [x] You have given details of the mortgagee(s) or person(s) entitled to the charge
- ☒ [x] You have entered the short particulars of all the property mortgaged or charged
- ☒ [x] You have signed the form
- ☒ [x] 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



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY NO. 6798607
CHARGE NO. 6

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A BENEFICIARY UNDERTAKING
DATED 30 APRIL 2012 AND CREATED BY CAPITAL &
COUNTIES CG 9 LIMITED FOR SECURING ALL MONIES DUE OR
TO BECOME DUE FROM EACH OBLIGOR TO THE SECURED
FINANCE 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 16 MAY 2012

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22 MAY 2012

07



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES