

MG01

Particulars of a mortgage or charge

V010424/13



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
on a Scottish company. To do this
please use form MG01s.

TUESDAY



AJ2Y4GS5

A45

19/01/2010

146

COMPANIES HOUSE

1

Company details

Company number

7 0 6 6 5 6 2

Company name in
full

TSM Capital 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

Date of creation of charge

Date of creation

0 1 0 1 2 0 1 0

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Description

Description

Please give a description of the instrument (if any) creating or
evidencing the charge, e.g. 'Trust Deed', 'Debenture',
'Mortgage', or 'Legal charge'.

LLOYD'S AMERICAN TRUST DEED dated 24 March 2009 (the "Trust Deed")

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Amount secured

Amount secured

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

Continuation page

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

1. All losses, claims, returns of premiums, re-insurance premiums and other outgoings incurred or arising or which may at any time be incurred or arise in connection with the 1992 and Prior American business;
2. The expenses incurred or which may at any time be incurred in connection with the American business, which expenses shall be deemed to include: (i) remuneration and proper expenses of the American Trustee (including any former American Trustee); (ii) any salary, commission, or other remuneration payable to the Agent or any other person, or any proper expenses of the Agent or any other person, in connection with the conduct or winding up of the 1992 and Prior American business; and (iii) a proper proportion as certified or reported by auditors approved by the Council of any salary, commission, or other remuneration payable to the Agent, or any proper expenses of the Agent, in connection with the conduct of winding up of the 1992 and Prior American business, and any expenses whatsoever from time to time incurred in connection with any underwriting business of the Company;

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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

See definition on continuation page for short particulars of all the property mortgaged or charged

Address

Post code

Name

Address

Post code

Continuation page

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

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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

- (i) all premiums and other moneys payable during the trust term to or for the account of the Company in connection with the 1992 and Prior American business;
- (ii) all other assets from time to time transferred to the American Trustee to be held by it as part of the Lloyd's American Trust Fund;
- (iii) all investments and moneys for the time being representing (i) and (ii) above or (iv) below; and
- (iv) all income arising from (i) to (iii) above.

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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

N/A

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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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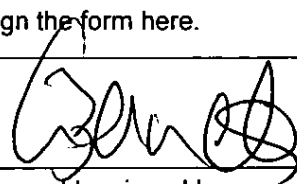
Signature

Please sign the form here.

Signature

Signature

X



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 **Stephanie Lockyer**

Company name **Corporation of Lloyd's**

Address **Fidentia House**

Walter Burke Way

Post town **Chatham**

Country/Region **Kent**

Postcode

M	E	4		4	R	N
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Country **United Kingdom**

DX

Telephone **01634 392877**



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 (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 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

MG01 – continuation page

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Amount secured

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

Amount secured

3. Transfers out of the Lloyd's American Trust Fund as may be required (i) by one or more of the insurance regulatory bodies of the United States in respect of the 1992 and Prior American business; (ii) to meet one or more contributions levied on the Company in respect of the 1992 and Prior American business pursuant to Requirements and Directions of Council, if approved by the Superintendent of Insurance of the State of New York; (iii) to secure and/or to pay each Letter of Credit Issuer any of the Company's several Letter of Credit Obligations (proportionate to the Company's respective share of the obligations to which the Letter of Credit relates) arising with respect to the issue of a Letter of Credit in connection with the policyholder of the Company; and (iv) to secure and/or pay the Company's several obligations (proportionate to its respective share of the obligations) arising with respect to any surety or other bonding arrangement in connection with litigation by a policyholder of the Company.
4. Transfers to the Premiums Trust Fund, if requested by the Agent and (where required by the Trust Deed) approved by the Council, pursuant to the terms of the Trust Deed.
5. All liabilities both actual and estimated in respect of the 1992 and Prior American business at any time.

MG01 – continuation page

Particulars of a mortgage or charge

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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

Address

Post code

Name

Address

Post code

Name

Address

Post code

Name

Address

Post code

Name

Address

Post code

Name

Address

Post code

Name

Address

Post code

MG01 – continuation page

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

Definition of mortgagee(s) or person(s) entitled to charge

The American Trustee (being, as at the date of this Form, Citibank NA of 10011 Wall Street, New York, NY USA), all policy holders to whom the Company is at any time liable in respect of the 1992 and Prior American business; those to whom any losses, claims, returns of premiums, re-insurance premiums and other outgoings incurred or arising or which may at any time be incurred or arise in connection with the 1992 and Prior American business are at any time payable; those to whom expenses incurred or which may at any time be incurred in connection with the 1992 and Prior American business are at any time payable; those to whom transfers made pursuant to paragraph 4.1(C) of the Trust Deed are made; those to whom any liability whether actual or estimated in respect of the 1992 and Prior American business is at any time incurred; Lloyd's of One Lime Street, London; (subject always to the terms of the Trust Deed) the Premiums Trustees and (subject always to the terms of the Trust Deed and of the Premiums Trust Deed) those to whom any Permitted Trust Outgoings are payable as at the date of the Premiums Trust Deed or at any time thereafter become or may become payable in connection with the Underwriting.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY NO. 7066562

CHARGE NO. 10

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A LLOYD'S AMERICAN TRUST DEED
DATED 24 MARCH 2009 (THE TRUST DEED) DATED 1 JANUARY
2010 AND CREATED BY TSM CAPITAL LIMITED FOR SECURING
ALL SUMS DUE OR TO BECOME DUE 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 19
JANUARY 2010

GIVEN AT COMPANIES HOUSE, CARDIFF THE 31 JANUARY
2010



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES