

MR01

Particulars of a charge



Companies House

021046/52

A fee is payable with this form
Please see 'How to pay' on the
last page

You can use the WebFiling service to file this form online
Please go to www.companieshouse.gov.uk

☒ **What this form is for**
You may use this form to register
a charge created or evidenced by
an instrument

☒ **What this form is NOT**
You may not use this form to
register a charge where the
instrument Use form MR02

FRIDAY



A08 13/03/2015 #135
COMPANIES HOUSE

This form must be delivered to the Registrar for registration within
21 days beginning with the day after the date of creation of the charge. If
delivered outside of the 21 days it will be rejected unless it is accompanied by a
court order extending the time for delivery



You must enclose a certified copy of the instrument with this form. This will be
scanned and placed on the public record. **Do not send the original**

1 Company details

Company number 07139960

Company name in full DBRS RATINGS LIMITED

0002

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 Charge creation date

Charge creation date 04/03/2015

3 Names of persons, security agents or trustees entitled to the charge

Please show the names of each of the persons, security agents or trustees
entitled to the charge

Name CREDIT SUISSE AG

Name

Name

Name

If there are more than four names, please supply any four of these names then
tick the statement below



I confirm that there are more than four persons, security agents or
trustees entitled to the charge

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4 Brief description

Please give a short description of any land, ship, aircraft or intellectual property registered or required to be registered in the UK subject to a charge (which is not a floating charge) or fixed security included in the instrument

Please submit only a short description. If there are a number of plots of land, aircraft and/or ships, you should simply describe some of them in the text field and add a statement along the lines of, "for more details please refer to the instrument"

Please limit the description to the available space

Brief description

No Real Estate or Intellectual Property is in existence as at the date hereof, but the instrument charges all other Real Estate and Intellectual Property acquired, held or otherwise obtained by the Company after the date hereof, please see clause 2 of the instrument for more details

5 Other charge or fixed security

Does the instrument include a charge (which is not a floating charge) or fixed security over any tangible or intangible or (in Scotland) corporeal or incorporeal property not described above? Please tick the appropriate box

☒ Yes

☐ No

6 Floating charge

Is the instrument expressed to contain a floating charge? Please tick the appropriate box

☒ Yes Continue

☐ No Go to **Section 7**

Is the floating charge expressed to cover all the property and undertaking of the company?

☐ Yes

7 Negative Pledge

Do any of the terms of the charge prohibit or restrict the company from creating further security that will rank equally with or ahead of the charge? Please tick the appropriate box

☒ Yes

☐ No

8 Trustee statement ¹

You may tick the box if the company named in Section 1 is acting as trustee of the property or undertaking which is the subject of the charge

☐

¹ This statement may be filed after the registration of the charge (use form MR06)

9 Signature

Please sign the form here

Signature

Signature

X Milbank, Tweed, Hadley & McCloy LLP X

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

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

Contact name Catherine Molony

Company name Milbank, Tweed, Hadley & McCloy LLP

Address 10 Gresham Street

Post town London

County/Region

Postcode EC2V 7JD

Country

DX

Telephone +44 207 615 3142



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 a certified copy of the instrument with this form
- ☐ You have entered the date on which the charge was created
- ☐ You have shown the names of persons entitled to the charge
- ☐ You have ticked any appropriate boxes in Sections 3, 5, 6, 7 & 8
- ☐ You have given a description in Section 4, if appropriate
- ☐ You have signed the form
- ☐ You have enclosed the correct fee
- ☐ Please do not send the original instrument, it must be a certified copy



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 filed on paper.

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



FILE COPY

CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 7139960

Charge code: 0713 9960 0002

The Registrar of Companies for England and Wales hereby certifies that a charge dated 4th March 2015 and created by DBRS RATINGS LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 13th March 2015

2

Given at Companies House, Cardiff on 20th March 2015



Companies House



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

Milbank, Tweed, Hadley & McCloy
LLP

THIS SECURITY ACCESSION DEED is made on
BETWEEN

4 March 2015

- (1) **DBRS RATINGS LIMITED**, a company incorporated in England and Wales with registered number 07139960 (the "**New Chargor**"), and
- (2) **CREDIT SUISSE AG** as collateral agent for itself and the other Secured Parties (the "**Collateral Agent**")

RECITAL:

This deed is supplemental to a deed dated 4 March 2015 between, inter alia, the Chargor named therein and the Collateral Agent, as previously supplemented and amended by earlier Accession Deeds (if any) (the "**Deed**")

NOW THIS DEED WITNESSES as follows

1 INTERPRETATION

1.1 Definitions

Terms defined in the Deed have the same meaning when used in this deed

1.2 Construction

Clause 1.2 (*Construction*) and Clause 2 (*Collateral Agent as Trustee*) of the Deed will be deemed to be set out in full in this deed, but as if references in those clauses to the Deed were references to this deed

2 ACCESSION OF NEW CHARGOR

2.1 Accession

The New Chargor agrees to be a Chargor for the purposes of the Deed with immediate effect and agrees to be bound by all of the terms of the Deed as if it had originally been a party to it as a Chargor

2.2 Covenant to pay

The New Chargor (as primary obligor and not merely as surety) covenants with the Collateral Agent (for the benefit of itself and the other Secured Parties) that it will, on the Collateral Agent's written demand, pay or discharge the Secured Obligations as and when they become due

2.3 Fixed charges

The New Chargor

- (a) charges to the Collateral Agent by way of first legal mortgage all its right, title and interest in and to such of the Real Property as is constituted by or referable to the freehold property (if any) specified in Schedule 4 (*Real Property*),

- (b) charges to the Collateral Agent by way of first fixed charge, all its right title and interest in and to the Real Property to the extent that the same is not the subject of the legal mortgage under paragraph (a) above,
- (c) charges to the Collateral Agent by way of first fixed charge, all its right, title and interest in and to
 - (i) the Tangible Moveable Property to the extent not attached to the Real Property as fixtures,
 - (ii) the shares in each company specified in Schedule 5 (*Shares*) and any other shares in any such or any other Restricted Subsidiary that the New Chargor may own from time to time and all Accruing Property directly or indirectly attributable thereto together with, in each case, all dividends, interest, redemption proceeds and other moneys payable in respect thereof,
 - (iii) the accounts specified in Schedule 1 (*Accounts*) and every other account now or hereafter maintained by the New Chargor with any bank or other financial institution (irrespective of the nature or location of the same),
 - (iv) the registered patents, trade and service marks and designs and the applications therefor (if any) specified in Schedule 2 (*Intellectual Property*) and all other patents, trade marks, service marks, designs, business names, copyrights, design rights, moral rights, inventions, confidential know-how and other intellectual property rights and interests, whether registered or unregistered, now or hereafter belonging to the New Chargor,
 - (v) the Book and Other Debts,
 - (vi) its Investments and all Accruing Property directly or indirectly attributable thereto together with, in each case, all dividends, interest, redemption proceeds and other moneys payable in respect thereof,
 - (vii) its present and future goodwill,
 - (viii) its present and future uncalled capital, and
 - (ix) all present and future permissions, consents and authorisations (statutory or otherwise) held in connection with its business,
- (d) assigns to the Collateral Agent all its right, title and interest in and to
 - (i) the Insurance Policies, and
 - (ii) the Relevant Agreements,

in each case together with all Related Rights relating thereto, with full title guarantee and to secure the payment and discharge of the Secured Obligations

2.4 Floating Charge

- (a) The New Chargor, with full title guarantee and by way of floating charge, hereby charges its Assets (other than those effectively charged or assigned pursuant to

Clause 2.3 (*Fixed Security*)) to the Collateral Agent as security for the payment of all Secured Obligations

- (b) The floating charge created by this Clause 2.4 is a 'qualifying floating charge' for the purposes of sub-paragraph (1) of paragraph 14 of Schedule B1 to the Insolvency Act 1986

3 CONSTRUCTION OF ENGLISH COLLATERAL AGREEMENT

The Deed and this deed shall be read together as one instrument on the basis that references in the Deed to "this deed" will be deemed to include this deed

4 NOTICES

The New Chargor confirms that its address details for notices are as follows

Address C/o DBRS Limited, DBRS Tower, 181 University Avenue, Suite 700,
Toronto, ON M5H 3M7, Canada

Facsimile +1 (416) 597-7482

Attention Alan Grad / Matt Wylie

5 LAW

This deed and all non-contractual obligations arising out of or in connection with it shall be governed by the law of England and Wales

IN WITNESS whereof this deed has been duly executed on the date first above written

SCHEDULE 1
Detail of Accounts

Bank	Sort Code	Account Holder	Account Name	Account Number
Royal Bank of Canada (Europe) Limited	600143	DBRS Ratings Limited	GBP Account	01255686
Royal Bank of Canada (Europe) Limited	600143	DBRS Ratings Limited	EUR Account	04942710
Royal Bank of Canada (Europe) Limited	600143	DBRS Ratings Limited	USD Account	04603445
Royal Bank of Canada (Europe) Limited	600143	DBRS Ratings Limited	CAD Account	04309407


SIGNATORIES TO DEED OF ACCESSION

The New Chargor

EXECUTED as a deed by
DBRS RATINGS LIMITED
acting by

in the presence of


Director


Signature of Witness

Matthew Wylie

Name of Witness

60 Culberson Road Basking Ridge
NJ 07920

Address of Witness

CFO, DBRS

Occupation of Witness

The Collateral Agent

EXECUTED as a deed by
CREDIT SUISSE AG, CAYMAN
ISLANDS BRANCH
acting by two authorised signatories

ROBERT HETU
AUTHORIZED SIGNATORY

and

Lingzi Huang
Authorized Signatory

who, in accordance with the laws of the
territory of incorporation of that company,
are acting under the authority of that
company

Authorized Signatory

Authorized Signatory