

380849/26

MG01

Particulars of a mortgage or charge



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

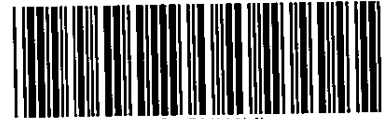
You may use this form to register
particulars of a mortgage or charge
in England and Wales or Northern
Ireland



What this form is NOT

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

WEDNESDAY



AG4CUU1V

A44

11/05/2011

144

COMPANIES HOUSE

1

Company details

Company number

0 7 5 7 4 5 5 3

Company name in full

SPF Private Clients Holdings Limited (the **Company**)

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

d 0 3 m 0 5 y 2 0 y 1 1

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

Fixed Charge of Shares dated 3 may 2011 (the **Charge**) made between the Company (1) and
Savills Financial Services PLC (2) (the **Beneficiary**)

4

Amount secured

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

Amount secured

all outstanding Deferred Consideration owed by the by the Company
to the Beneficiary, and those amounts arising under clause 5 1 or
clause 11 1 of the Charge (together with all interest accruing on such
monies and liabilities) (the **Secured Liabilities**)

7

(see continuation sheet for definitions)

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	Savills Financial Services PLC									
Address	20 Grosvenor Hill, Berkley Square									
	London									
Postcode	W	1	K		3	H	Q			
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

As a continuing security for the payment and discharge of the Secured Liabilities, the Company with full title guarantee charged to the Beneficiary, by way of first fixed charge, all present and future Charged Investments

Negative Pledge

During the continuance of the security created by the charge the Company will not and will not agree or attempt to create an Encumbrance over or encumber in any manner all, any or any part of the Charged Investments or any of its title, rights or interests in them

(see continuation sheet for definitions)

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

Definitions:

"Agreement" means the sale and purchase agreement dated as at the date of the Charge and made between the Company and the Beneficiary (as may be amended from time to time),

"Accruing Property" means all stocks, shares or other securities, rights or other property accruing, offered or issued at any time in respect of any of the Charged Investments including previous Accruing Property following the date of the Charge,

"Charged Investments" means all the present securities, short particulars of which are set out in Schedule 1 to the Charge and

- (a) all future stocks, shares, loan capital, securities, bonds and investments (whether or not marketable) together with all Accruing Property,
- (b) all rights accruing or incidental to those securities from time to time, and
- (c) all dividends, interest and other income (not being Accruing Property),

arising out of, or accruing due in respect of, Charged Investments (and references to the Charged Investments includes references to all or any of the above property and rights),

"Costs" means all costs, charges and expenses including, without limitation, professional fees, disbursements and any value added tax charged on Costs,

"Deferred Consideration" has the meaning given to such term in the Agreement,

"Encumbrance" means any mortgage, charge (whether fixed or floating, legal or equitable), pledge, lien, assignment by way of security or other security interest securing any obligation of any person, or any other agreement or arrangement having a similar effect,

"Enforcement Event" where the Company does not pay the Deferred Consideration when due and payable on the terms of the Agreement,

"Security Period" means the period starting on the date of the Charge and ending on the date on which all the Secured Liabilities have been unconditionally and irrevocably paid and discharged in full, and

"Shareholders' Agreement" means the shareholders' agreement entered into on the same date as the Charge and made between, inter alios, the Company and the Beneficiary (as may be amended from time to time)

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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

n/a

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

T L T

X

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

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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 Toby Price

Company name TLT LLP

Address

Post town

County/Region

Postcode

Country

DX 7815 Bristol

Telephone 0117 917 8035



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 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. 7574553
CHARGE NO. 1**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A FIXED CHARGE OF SHARES
DATED 3 MAY 2011 AND CREATED BY SPF PRIVATE CLIENTS
HOLDINGS LIMITED FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY TO SAVILLS FINANCIAL
SERVICES 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 11 MAY 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 13 MAY 2011

DX



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES