

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 re-
gister particulars of a charge for a S
company. To do this, please use
form MG01s

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16/04/2012

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COMPANIES HOUSE

1

Company details

Company number

8 0 0 2 3 6 4

Company name in full

Osprey Supermarket 1 Limited (the "Chargor")

→ Filing in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

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Date of creation of charge

Date of creation

03 04 2012

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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

Mortgage of Shares (the "Deed")

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Amount secured

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

Amount secured

All monies, obligations and liabilities which shall from time to time
(and whether on or at any time after any demand or judgment) be
due, owing or incurred from the Borrower to the Lender under the
Finance Documents whether actually or contingently and whether
solely or jointly with any other person and in whatever style or name
and whether as principal or surety.

Continuation page

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

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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	North West Corporate Banking Centre, 2nd Floor 4 Hardman Square, Spinningfields, Manchester
Postcode	M 3 3 E B
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	<p>By way of fixed charge, the Chargor's present and future right, title and interest in and to the Investments including all rights of enforcement of the same</p> <p>NOTES:</p> <ol style="list-style-type: none"> The Deed contains a provision that the Chargor shall execute and do at its own cost and in such form as is reasonably required by the Lender: <ol style="list-style-type: none"> such further additional mortgages, charges, assignments, transfers and conveyances; and such assurances, deeds, documents, acts and things, as the Lender may reasonably require to perfect or protect the security created by the Deed and/or to facilitate or effect any dealing with the Charged Assets in connection with the Deed The Deed contains a provision that following an Event of Default which is continuing, the Lender may (without notice to or consent from the Chargor and in the Chargor's name or otherwise) exercise any rights (including the right to collect dividends, interest, principal or other payments of money but excluding the right to vote) in respect of the Investments and may do anything necessary to complete any transfer form in favour of itself or otherwise. The Deed contains a provision that the Chargor shall not create or permit to subsist any Security Interest over any of the Charged Assets save for the Security Interest created by the Deed, nor sell, lease, transfer or otherwise dispose of any Charged Asset. The Deed contains or incorporates the following definitions: <p>"Act" means the Law of Property Act 1925.</p> <p>"Borrower" means Osprey Supermarket Income and Growth 1 Limited Partnership, a limited partnership registered in England and Wales with registration number LP014958 whose registered office is at 35 Grosvenor Street, Mayfair, London W1K 4QX acting by the General Partner.</p>
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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

"Charged Assets" means each and all of the assets, property, undertaking and other interests from time to time assigned or charged or intended to be assigned or charged by the Deed and the subject matter of each of them.

"Chargor" means Osprey Supermarket 1 Limited (company number 8002364) whose registered office is at 35 Grosvenor Street, Mayfair, London W1K 4QX.

"Event of Default" means any event or circumstance specified as such in clause 22 of the Facility Letter

"Facility Letter" means a facility letter dated 28 March 2012 and made between (1) the Borrower and (2) the Lender and any letter, agreement, charge, deed or other instrument entered into under or supplemental to it.

"Finance Documents" means (a) the Facility Letter, and also (b) any Hedging Agreement, (c) the Debenture, (d) the Collateral Warranties, (e) any Operator Duty of Care Agreement, (f) a charge over the shares in the General Partner and the Nominee, (g) the Intercreditor Deed (all as defined in the Facility Letter), and (h) any other document designated as such by the Borrower and the Lender.

"General Partner" means by Osprey Supermarket Income 1 GP limited, a company registered in England and Wales with company number 07852989 whose registered office is at 35 Grosvenor Square, Mayfair, London, W1K 4QX.

"Investments" means the existing or future interest of the Chargor in the entire issued share capital of the General Partner including any income, offer, right or benefit in respect of any such investment.

"Lender" means HSBC Bank Plc.

"Security Interest" means any mortgage, pledge, lien, charge, security assignment, hypothecation, security trust, encumbrance or security interest and any other agreement or arrangement entered into to create or confer security over any asset

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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

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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 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).

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Signature

Please sign the form here

Signature

Signature

X *Berwin Loughton Paisner LLP* 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 ANDU/27805 21 22835223 2

Company name Berwin Leighton Paisner LLP

Address Adelaide House

London Bridge

Post town London

County/Region

Postcode E C 4 R 9 H A

Country

DX 92 LONDON/CHANCERY LN

Telephone +44 (0) 20 3400 1000



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. 8002364
CHARGE NO. 1**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A MORTGAGE OF SHARES DATED 3
APRIL 2012 AND CREATED BY OSPREY SUPERMARKET 1
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE COMPANY 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
16 APRIL 2012

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23 APRIL 2012

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23/4



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —