

MG01

Particulars of a mortgage or charge



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iris
LASERFORM

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

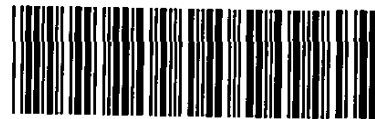
You may use this form to register
particulars of a mortgage or charge
in England and Wales or Northern
Ireland



What this form is NOT for

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

SATURDAY



A05

A1EKT09L

04/08/2012

#196

COMPANIES HOUSE

1

Company details

Company number

0 8 0 4 5 4 6 9

Company name in full

C G I.S. 65 CLERKENWELL ROAD LIMITED (the "Company")



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

d2 d7 m0 m7 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

Floating Charge (the "Floating Charge")

4

Amount secured

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

Amount secured

All present and future sums, obligations and
liabilities payable or owing by the Company to the
Chargee and the Finance Parties (or any of them) or
any Receiver appointed, under the Floating Charge
and under the other Finance Documents to which it
is a party and/or any deed or document supplemental
thereto, whether actual, contingent, sole, joint
and/or several or otherwise, including without
limitation all obligations to indemnify the Chargee
and/or the Finance Parties and/or the Receiver (the
"Secured Liabilities").

Please see continuation page for definitions

Continuation page

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

MG01**Particulars of a mortgage or charge****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

Bank of Scotland plc for itself and as agent and security

Address

trustee for and on behalf of the Finance Parties (the "Chargee")

The Mound, Edinburgh

Postcode

E H 1 1 Y Z

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

- 3.1 As security for the payment of all Secured Liabilities, the Company as beneficial owner charges in favour of the Chargee by way of floating charge all its undertaking and all its property, assets and rights whatsoever and wheresoever both present and future.
- 3.2 The charges created by the Floating Charge shall rank behind any security created by the Trust Deed which has not been discharged and released and in accordance with the terms of the Priorities Agreement
- 3.3 The Company shall not otherwise than as required or permitted by the Facility Agreement or the Trust Deed -
- 3.3.1 create or permit to subsist any Security over all or any part of the Security Assets,
- 3.3.2 part with, sell, transfer or otherwise dispose of or agree to part with, sell, transfer or otherwise dispose of all or any part of the Security Assets.

(Please see continuation page for definitions)

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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  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 RZH/SXF/BAN/13/4757

Company name Maclay Murray & Spens LLP

Address Quatermile One

15 Lauriston Place

Post town Edinburgh

County/Region Midlothian

Postcode E H 3 9 E P

Country United Kingdom

DX ED137

Telephone 0131 228 7000



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 mortgage 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

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Particulars of a mortgage or charge

4	Amount secured	
	Please give us details of the amount secured by the mortgage or charge	
Amount secured	<p>Definitions</p> <p>"Facility Agreement" means the facility agreement dated 5 July 2005 as amended and amended and restated from time to time between, <i>inter alios</i>, C.G I S. Group (No. 3) Limited and the Chargee,</p> <p>"Finance Documents" has the meaning given to it in the Facility Agreement,</p> <p>"Finance Parties" has the meaning given to it in the Facility Agreement;</p> <p>"Receiver" has the meaning given to it in Clause 9 1 of the Floating Charge</p>	

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4	Amount secured	
	Please give us details of the amount secured by the mortgage or charge	
Amount secured	<p>Definitions</p> <p>"Priorities Agreement" means the priorities agreement dated on or around the date of the Floating Charge between <i>inter alios</i> HDL Debenture Limited, the Chargee and Royal Exchange Trust Company Limited,</p> <p>"Security" has the meaning given to it in the Facility Agreement.</p> <p>"Security Assets" means all assets, rights and property of the Company the subject of any security created by the Floating Charge;</p> <p>"Trust Deed" means the Trust Deed dated 13 July 1993 between, <i>inter alios</i>, (1) HDL Debenture Limited (then called Hemingway Properties PLC) and (2) Royal Exchange Trust Company Limited, and all deeds and documents supplemental thereto.</p>	



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 8045469
CHARGE NO. 2**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A FLOATING CHARGE DATED 27
JULY 2012 AND CREATED BY C.G.I.S. 65 CLERKENWELL ROAD
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE COMPANY TO BANK OF SCOTLAND PLC FOR
ITSELF AND AS AGENT AND SECURITY TRUSTEE FOR AND ON
BEHALF OF THE FINANCE PARTIES AND THE FINANCE
PARTIES (OR ANY OF THEM) OR ANY RECEIVER APPOINTED
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 4 AUGUST 2012

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9 AUGUST 2012



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES