

LL MG01

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LASERFORM

Particulars of a mortgage or charge created by a Limited Liability Partnership (LLP)

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
created by an LLP in England and
Wales or Northern Ireland.



What this form is NOT for

You cannot use this form to register
particulars of a mortgage or charge
for a Scottish LLP.
To do this, please use form
LL MG01s.

FRIDAY



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AUU2EFWP

18/12/2009

COMPANIES HOUSE

112

1

LLP details

LLP number

0 C 3 4 2 8 6 1

LLP name in full

Macob St Davids LLP (the "Chargor").



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

d1 d7 m1 m2 y2 y0 y0 y9

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

A charge over shares between (1) the Chargor and (2) Barclays Bank PLC
(the "Bank") (the "Share Charge").

4

Amount secured

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

Amount secured

All present and future obligations and liabilities (whether actual or
contingent and whether owed jointly and severally or in any other
capacity whatsoever) of the Borrower to the Bank under each
Finance Document (excluding amounts owing in respect of
outstanding Advances under the Capital Contribution Bridging
Facility) and of the Chargor to the Bank pursuant to the Share
Charge. The term "Finance Document" includes all amendments
and supplements including supplements providing for further
advances (the "Secured Liabilities").

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**

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 **Barclays Bank PLC**

Address **1 Churchill Place, London**

Postcode **E 1 4 5 H P**

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

1. CHARGE

Pursuant to the terms of the Share Charge, the Chargor, as continuing security for the payment and discharge of all Secured Liabilities, with full title guarantee charges all its Rights, title and interest in and to the Charged Property by way of first fixed charge in favour of the Bank.

2. GENERAL UNDERTAKINGS

2.1 Pursuant to the terms of the Share Charge, the Chargor shall not (unless permitted by the Credit Agreement or otherwise with the prior written consent of the Bank):-

- (a) create, attempt to create or permit to subsist any Security (other than the Charge and the charge to be granted to the Bank in respect of the obligations of Macob Holdings Limited) on, over or with respect to any of the Charged Property; and
- (B) sell, transfer, lend, assign, part with its interest in, dispose of, grant any option in respect of or otherwise deal with any of its Rights, title and interest in and to the Charged Property, or agree to do any of the foregoing (otherwise than pursuant to the Share Charge).

DEFINITIONS

"Borrower" means IMC St. David's Ltd (registered number 3929585)

"Charge" means all or any of the Security created, or which may at any time be created, by or pursuant to the Share Charge

"Charged Property" means the Original Shares, any Further Shares, any Derived Assets and any Dividends

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6

Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged.

Short particulars

"Credit Agreement" means the credit agreement dated 31 March 2000 and made between, inter alia, the Borrower and the Bank as amended, varied, supplemented, extended or replaced from time to time

"Derived Assets" means all Shares, rights or other property of a capital nature which accrue or are offered, issued or paid at any time (by way of bonus, rights, redemption, conversion, exchange, substitution, consolidation, subdivision, preference, warrant, option, purchase or otherwise) in respect of:-

- (a) the Original Shares; or
- (b) any Further Shares; or
- (c) any Shares, rights or other property previously accruing, offered, issued or paid as mentioned in this definition

"Dividends" means all dividends, interest and other income paid or payable in respect of the Original Shares, any Further Shares or any Derived Assets

"Finance Documents" means the Finance Documents as that term is defined in the Credit Agreement

"Further Shares" means all Shares (other than the Original Shares and any Shares comprised in any Derived Assets) in the Borrower which the Chargor and the Bank may at any time agree shall be subject to the Charge

"Original Shares" means the Shares below:-

Name of Company	Shares	No. of Shares	Nominal Value	Registered Holder
IMC St. David's LTD	"B"	1	£1.00	Macob St. David's LLP

"Rights" means rights, benefits, powers, privileges, authorities, discretions and remedies (in each case, of any nature whatsoever)

"Security" means a mortgage, charge, pledge, lien or any other security interest securing any obligation of any person or any other agreement or arrangement having a similar effect

"Shares" means stocks, shares and other securities of any kind

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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. 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.

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. 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 property situated in another part of UK.

9 Signature

Please sign the form here.

Signature

Signature

X *Pixent Masan LLP* 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 Carol Semanda

Company name Pinsent Masons LLP

Address 3 Colmore Circus

Post town Birmingham

County/Region West Midlands

Postcode B 4 6 B H

Country

DX 703167 Birmingham 12

Telephone 0121 625 5367 / 22966553.1



Certificate

We will send your certificate to the presenter's address if given above or to the LLPs 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 LLP 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 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 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 LLPs registered in England and Wales:

The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For LLPs 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 LLPs 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



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

**Pursuant to section 869(5) & (6) of the Companies Act 2006 as
applied to the Limited Liability Partnerships (Application of
Companies Act 2006) Regulations 2009**

LLP NO. OC342861
CHARGE NO. 1

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A CHARGE OVER SHARES DATED 17
DECEMBER 2009 AND CREATED BY MACOB ST DAVIDS LLP
FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM
IMC ST DAVIDS LTD TO BARCLAYS BANK PLC ON ANY
ACCOUNT WHATSOEVER 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 AS APPLIED TO THE
LIMITED LIABILITY PARTNERSHIPS (APPLICATION OF
COMPANIES ACT 2006) REGULATIONS 2009 ON THE 18
DECEMBER 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 31 DECEMBER
2009

Dx/KH



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES