

MG01

Particulars of a mortgage or charge

TUESDAY



A27

"AAT8QEUJ"

10/11/2009

COMPANIES HOUSE

28

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 register particulars of a charge for a Scottish company. To do this, please use form MG01s.

For further information, please refer to our guidance at www.companieshouse.gov.uk

1

Company details

Company number 0 6 6 5 0 3 3 8

Company name in full Stessa Investments 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 d2 d7 m1 m0 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 Share mortgage (the "Share Mortgage")

4

Amount secured

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

Amount secured

All present and future liabilities and obligations (whether actual or contingent and whether owned jointly or severally or in any other capacity whatsoever) which now or hereafter may be or become due and owing by the Borrower and/or the Company to any Finance Party under any Finance Document and references to Secured Obligations includes references to any of them (the "Secured Obligations").

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 Bank of Scotland plc as agent and security trustee for itself

Address and the other Finance Parties (the "Security Trustee")

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

The Company in security for the payment or discharge of the Secured Obligations, with full title guarantee charges in favour of the Security Trustee by way of first legal mortgage the Shares and the Related Rights.

In this Form MG01s:

"Related Rights" means all rights derived from the Shares including rights to dividends and other distributions paid or payable after the date of the Share Mortgage on all or any of the Shares and all stocks, shares or other securities (and dividends, other distributions and interest thereon) or other rights accruing or offered at any time by way of redemption, bonus, pre-emption or otherwise to or in respect of all or any of the Shares or in substitution or exchange for all or any of the Shares.

"Shares" means the shares listed in the Schedule of the Share Mortgage (being in particular (i) 2 ordinary £1 shares in the Borrower and (ii) 2 ordinary £1 shares in Moorfield Real Estate Fund II GP Limited) together with any other shares or other securities forming part of the Related Rights.

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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 866).

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 870). 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

For and on behalf of MacLay Murray & Spens Ltd.

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 LPS/TZW/BAN/0121/00002

Company name
Maclay Murray & Spens LLP

Address

Post town

County/Region

Postcode E H 3 9 E P

Country

DX DX ED137 Edinburgh

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 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,
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

MG01 - continuation page

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4	Amount secured	
	Please give us details of the amount secured by the mortgage or charge.	
Amount secured	<p>In this Form MG01s:</p> <p>"Borrower" means Moorfield Real Estate Fund II LP Limited (Company Number 06312640);</p> <p>"Finance Documents" means the Loan Stock Instrument, the Share Mortgage and the Security Trust Deed;</p> <p>"Finance Parties" means the Stockholders and the Security Trustee and "Finance Party" means any of them;</p> <p>"Loan Stock Instrument" means the loan stock instrument dated 2007 constituting £12,500,000 Secured Loan Stock;</p> <p>"£12,500,000 Secured Loan Stock" shall have the same meaning as in the Loan Stock Agreement;</p> <p>"Security Trust Deed" shall have the same meaning as in the Loan Stock Instrument;</p> <p>"Stockholders" shall have the same meaning as in the Loan Stock Instrument.</p>	



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 6650338
CHARGE NO. 1**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SHARE MORTGAGE DATED 27
OCTOBER 2009 AND CREATED BY STESSA INVESTMENTS
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE COMPANY AND/OR THE BORROWER TO ANY
FINANCE PARTY 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 ON THE 10 NOVEMBER 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12 NOVEMBER
2009

D+
35.



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES