

MG01

Particulars of a mortgage or charge



165662/13
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

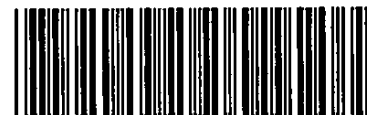
You may use this form to register
particulars of a mortgage or charge
in England and Wales or Northern
Ireland



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

WEDNESDAY



AWYFFVLE

A06

06/07/2011

147

COMPANIES HOUSE

1

Company details

Company number

0 2 7 2 3 7 9 7

Company name in full

Alliance Leisure Services Limited (Vendor)

For official use

7/4

Filing 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

d0 d4 m0 m7 y2 y0 y1 y1

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 security assignment granted by the Vendor in favour of the Purchaser (as defined in section 5
below) (Security Assignment)

4

Amount secured

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

Amount secured

444
(i) all the Vendor's liabilities to the Purchaser arising under or by
virtue of the Master Agreement and all expenses (on a full indemnity
basis) incurred by the Purchaser in connection with preparing,
executing, enforcing or exercising any power under the Security
Assignment, and

(ii) the liabilities of the Relevant Council under the Relevant FMA
(together, the **Secured Obligations**)

Continued

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 Hitachi Capital (UK) Plc (**Purchaser**)

Address Walbrook Business Centre

Green lane, Hounslow

Postcode T W 4 6 N W

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 continuing security for the payment and discharge of the Secured Obligations and in consideration of the Purchaser purchasing the Offered Assets the Vendor

(a) charged to the Purchaser with full title guarantee by way of fixed charge, all the Equipment and the Building the subject of the Relevant FMA, and

(b) assigned to the Purchaser, save to the extent that the same have been sold and assigned to the Purchaser under the Master Agreement, with full title guarantee, all of its rights, title, benefit and interest, present and future, whether proprietary, contractual or otherwise

(i) under or arising out of or in respect of the Relevant FMA including, but not limited to, all claims for damages and other rights and remedies in respect of the Relevant FMA, all moneys which are now or may at any time be or become due or owing to the Vendor under or arising out of the Relevant FMA, and the full benefit of any guarantees, indemnities, debentures, mortgages, charges and other securities of any nature now or at any time held by the Vendor in respect of the Relevant Council's obligations under the Relevant FMA Documents,

(ii) in, to and in respect of the Equipment and the Building the subject of the Relevant FMA but so that the Purchaser shall not in any circumstances incur any liability in respect of any of the Equipment,

(iii) in, to and in respect of all and any proceeds of claims made under the Insurance in respect of the Equipment and received by the Vendor, or held on trust for the Vendor in respect of the Insurance, and

Continued

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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 Addleshaw Goddard 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 Naeem Hashmi

Company name Addleshaw Goddard LLP

Address 100 Barbirolli Square

Post town Manchester

County/Region

Postcode M 2 3 A B

Country

DX

Telephone



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

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Amount secured

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

Amount secured

Continued

Master Agreement means a master agreement relating to offers for sale and purchase made between the Vendor and Purchaser dated 22 April 2005

Relevant FMA means a Framework Form of Agreement Works Package 3 entered into between the Vendor and the Relevant Council dated 18 April 2011

Relevant Council means Flintshire County Council

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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	<p>Continued</p> <p>(iv) under or arising out of or in respect of the Building Contract including, but not limited to, the Building Contract Rights and all claims for damages and other rights and remedies in respect of the Building Contract and the Building Contract Rights, and the full benefit of any guarantees, indemnities, debentures, mortgages, charges and other securities of any nature now or at any time held by the Vendor in respect of the Builder's obligations under the Building Contract</p> <p>(together the Assigned Property)</p> <p>Negative pledge</p> <p>The Vendor shall not without the previous written consent of the Purchaser -</p> <p>(a) create or permit to subsist any other mortgage, charge, lien, pledge, hypothecation, or other security interest or encumbrance upon the Assigned Property,</p> <p>(b) dispose of, deal with or part with possession of any interest in the Assigned Property, or</p> <p>(c) grant any material time or indulgence or agree to any termination of or variation, amendment, or modification of or to the Relevant FMA Documents or any Insurance effected in respect of the Equipment or release, in whole or in part, the Relevant Council from any obligation under them or purport to do any of the above</p> <p>In this Form MG01 the following terms shall have the following meanings</p> <p>Builder has the meaning given to it in the Relevant FMA</p> <p>Building has the meaning given to it in the Relevant FMA</p> <p>Building Contract has the meaning given to it in the Relevant FMA</p> <p>Building Contract Rights has the meaning given to it in in the Relevant FMA</p> <p>Equipment means the equipment the subject of the Relevant FMA, Maintenance Agreement and Warranty Agreement</p> <p>Insurance means the insurance effected in respect of the Equipment by the Relevant Council pursuant to the terms of the Relevant FMA</p> <p>Maintenance Agreement has the meaning given to it in the Master Agreement</p> <p>Offer means the offer dated 21 June 2011 made by the Vendor pursuant to the Master Agreement to sell certain Receivables in relation to the Relevant FMA</p> <p>Offered Assets means the Receivables the subject of the Offer</p> <p>Receivables has the meaning given to it in the Master Agreement</p> <p>Relevant FMA Documents means the Relevant FMA and all guarantees, indemnities, charges or other documents creating security or providing credit support for the Relevant Council's obligations thereunder</p>	

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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

Warranty Agreement has the meaning given to it in the Master Agreement



P.

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY NO. 2723797
CHARGE NO. 74

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SECURITY ASSIGNMENT DATED 4
JULY 2011 AND CREATED BY ALLIANCE LEISURE SERVICES
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE COMPANY TO HITACHI CAPITAL (UK) 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 ON THE 6 JULY 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11 JULY 2011



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES