

MR01

Particulars of a charge

112162/13



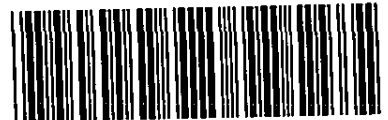
A fee is payable with this form.
Please see 'How to pay' on the
last page

You can use the WebFiling service to file this form online.
Please go to www.companieshouse.gov.uk

☒ **What this form is for**
You may use this form to register
a charge created or evidenced by
an instrument

☒ **What this form is NOT for**
You may not use this form to
register a charge where there is no
instrument. Use form MR08

FRIDAY



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30/01/2015

#64

COMPANIES HOUSE

This form must be delivered to the Registrar for registration within
21 days beginning with the day after the date of creation of the charge. If
delivered outside of the 21 days it will be rejected unless it is accompanied by a
court order extending the time for delivery

☒ You must enclose a certified copy of the instrument with this form. This will be
scanned and placed on the public record. **Do not send the original.**

1 Company details

Company number 03669260

Company name in full The Berkeley Hotel Limited
(the "Chargor")

For official use

Filing in this form
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Charge creation date

Charge creation date 23/01/2015

3 Names of persons, security agents or trustees entitled to the charge

Please show the names of each of the persons, security agents or trustees
entitled to the charge

Name Capita Trust Company Limited as Common Security Trustee
(as trustee for each of the Finance Parties)

Name

Name

Name

If there are more than four names, please supply any four of these names then
tick the statement below

☐ I confirm that there are more than four persons, security agents or
trustees entitled to the charge

MR01

Particulars of a charge

4 Brief description

Please give a short description of any land, ship, aircraft or intellectual property registered or required to be registered in the UK subject to a charge (which is not a floating charge) or fixed security included in the instrument

Brief description

The Mortgaged Property being The Berkeley Hotel,
Knightsbridge SW1, Title Nos NGL338774, NGL310812,
NGL898710

Please submit only a short description. If there are a number of plots of land, aircraft and/or ships, you should simply describe some of them in the text field and add a statement along the lines of, "for more details please refer to the instrument"

Please limit the description to the available space

5 Other charge or fixed security

Does the instrument include a charge (which is not a floating charge) or fixed security over any tangible or intangible or (in Scotland) corporeal or incorporeal property not described above? Please tick the appropriate box

☐ Yes

☒ No

6 Floating charge

Is the instrument expressed to contain a floating charge? Please tick the appropriate box

☐ Yes Continue

☒ No Go to Section 7

Is the floating charge expressed to cover all the property and undertaking of the company?

☐ Yes

7 Negative Pledge

Do any of the terms of the charge prohibit or restrict the company from creating further security that will rank equally with or ahead of the charge? Please tick the appropriate box

☐ Yes

☒ No

8 Trustee statement ①

You may tick the box if the company named in Section 1 is acting as trustee of the property or undertaking which is the subject of the charge

☐

① This statement may be filed after the registration of the charge (use form MR06)

9 Signature

Please sign the form here

Signature

Signature

X CLIFFORD CHANCE LLP X

Clifford Chance LLP

This form must be signed by a person with an interest in the charge

MR01**Particulars of a 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. The contact information you give will be visible to searchers of the public record.

Contact name **Adam Eagle 70-40591626**

Company name **Clifford Chance LLP**

Address **10 Upper Bank Street**

Post town **London**

County/Region

Postcode **E 1 4 5 J J**

Country **United Kingdom**

DX **149120 Canary Wharf 3**

Telephone **020 7006 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 a certified copy of the instrument with this form
- ☒ You have entered the date on which the charge was created
- ☒ You have shown the names of persons entitled to the charge
- ☒ You have ticked any appropriate boxes in Sections 3, 5, 6, 7 & 8
- ☒ You have given a description in Section 4, if appropriate
- ☒ You have signed the form
- ☒ You have enclosed the correct fee
- ☒ Please do not send the original instrument, it must be a certified copy

**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 filed on paper.

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



FILE COPY

CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number. 3669260

Charge code: 0366 9260 0011

The Registrar of Companies for England and Wales hereby certifies that a charge dated 23rd January 2015 and created by THE BERKELEY HOTEL LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 30th January 2015.

Op

Given at Companies House, Cardiff on 3rd February 2015



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

EXECUTION VERSION

**C L I F F O R D
C H A N C E**

CLIFFORD CHANCE LLP

DATED 23 January 2015

THE PERSONS LISTED IN SCHEDULE 1
AS CHARGORS

IN FAVOUR OF

CAPITA TRUST COMPANY LIMITED
AS THE COMMON SECURITY TRUSTEE

LEGAL CHARGE
RELATING TO THE BERKELEY HOTEL

We hereby certify this
to be a true copy of the
original.

Signed L. O'Neil 29/01/15
Clifford Chance LLP
10 Upper Bank Street
London E14 5JJ

EXECUTION VERSION

THIS CHARGE is made by way of deed on 23 January 2015 by.

- (1) **THE PERSONS** listed in Schedule 1 (*Chargors*) (each a "**Chargor**") in favour of:
- (1) **CAPITA TRUST COMPANY LIMITED** as trustee for each of the Finance Parties (the "**Common Security Trustee**")

THIS DEED WITNESSES as follows

1. **LEGAL CHARGE**

Each **Chargor** charges with full title guarantee in favour of the **Common Security Trustee** (as trustee for the Finance Parties), with the payment and discharge of the Secured Obligations, by way of first legal mortgage, the freehold and leasehold property specified against its name in Schedule 2 (*Mortgaged Property*) (the "**Mortgaged Property**")

2 **IMPLIED COVENANTS FOR TITLE**

The covenants set out in Sections 3(1), 3(2) and 6(2) of the Law of Property (Miscellaneous Provisions) Act 1994 will not extend to Clause 1 (*Legal charge*).

It shall be implied in respect of Clause 1 (*Legal charge*) that each **Chargor** is disposing of the **Mortgaged Property** free from all charges and incumbrances (whether monetary or not) and from all other rights exercisable by third parties (including liabilities imposed and rights conferred by or under any enactment)

3 **APPLICATION TO THE LAND REGISTRY**

Each **Chargor** consents to an application being made to the Land Registry to enter the following restriction in the Proprietorship Register of any registered land forming part of the **Mortgaged Property**

"No disposition of the registered estate by the proprietor of the registered estate[, or by the proprietor of any registered charge, not being a charge registered before the entry of this restriction,] is to be registered without a written consent signed by the proprietor for the time being of the charge dated [] in favour of Capita Trust Company Limited referred to in the charges register [or their conveyancer]."

4. **FURTHER LOANS**

Subject to the terms of the Facility, each Lender is under an obligation to make further Loans to each **Chargor** and that obligation will be deemed to be incorporated in this Legal Charge as if set out in this Legal Charge. Each **Chargor** consents to an application being made to the Land Registry to enter the obligation to make further Loans on the Charges Register relating to the **Mortgaged Property**.

5 **GOVERNING LAW**

This Legal Charge and all non-contractual obligations arising out of or in connection with it are governed by English law

EXECUTION VERSION

THIS CHARGE has been executed as, and is intended to take effect as, a deed by each Chargor and has been signed by Common Security Trustee on the date written on the first page of this Legal Charge

EXECUTION VERSION

**SCHEDULE 1 TO LEGAL CHARGE
THE CHARGORS**

Name	Jurisdiction	Company Number
The Berkeley Hotel Limited	Incorporated in England and Wales	3669260

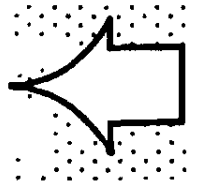
EXECUTION VERSION

**SCHEDULE 2 TO LEGAL CHARGE
MORTGAGED PROPERTY**

Chargor Name	Property Description	Title Numbers
The Berkeley Hotel Limited	The Berkeley Hotel, Knightsbridge SW1	NGL338774, NGL310812 and NGL898710

EXECUTION VERSION

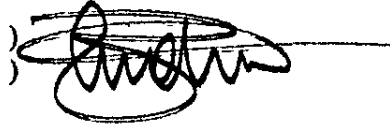
EXECUTION PAGE TO LEGAL CHARGE



Chargors

EXECUTED AS A DEED by

THE BERKELEY HOTEL LIMITED

) 

Director **STEPHEN ALDEN**
Name

in the presence of

Signature of witness



Name of witness **RACHEL O'CONNOR**

Address of witness.

Occupation of witness **SOLICITOR**



DLA PIPER UK LLP
3 NOBLE STREET
LONDON EC2V 7EE
TEL 08700 111 111
FAX 020 7796 6666
DX 33866 FINSBURY SQUARE

Common Security Trustee

Signed by)
CAPITA TRUST COMPANY LIMITED)
acting by its authorised attorney)

) _____
) Authorised Attorney

)
)

EXECUTION VERSION

EXECUTION PAGE TO LEGAL CHARGE

Chargors

EXECUTED AS A DEED by)
)
THE BERKELEY HOTEL LIMITED

Director
Name

in the presence of

Signature of witness

Name of witness

Address of witness

Occupation of witness

Common Security Trustee

Signed by **Melena Anne Jane Giles**)
CAPITA TRUST COMPANY LIMITED)
acting by its authorised attorney)


) Authorised Attorney

)
)

