

MG01

Particulars of a mortgage or charge

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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

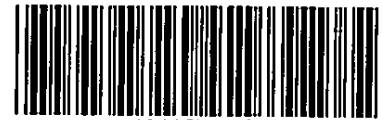
You may use this form to register
particulars of a mortgage or charge
in England and Wales or Northern
Ireland



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

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A19

01/06/2012

#43

COMPANIES HOUSE

1

Company details

Company number

0 4 8 3 9 4 4 1

Company name in full

Hansteen STC Limited (the "Chargor")

4

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

2 8 0 5 2 0 1 2

3

Description

Description

Please give a description of the instrument (if any) creating or evidencing the
charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'

Supplemental Legal Mortgage dated 28 May 2012 made between the Chargor (1) in favour of
Lloyds TSB Bank plc (in its capacity as Security Agent for the Finance Parties (as defined in the
Continuation Pages to Section 6 of this Form MG01)) (2) (the "Legal Mortgage")

4

Amount secured

Amount secured

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

The Secured Sums (as defined in the Continuation Pages to Section
6 of this Form MG01)

Reference to any Finance Document (as defined in the Continuation
Pages to Section 6 of this Form MG01) includes reference to such
Finance Document as varied in any manner from time to time, even if
changes are made to the composition of the parties to such
document or to the nature or amount of any facilities made available
under such document

Continuation page

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

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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 Lloyds TSB Bank plc (as Security Agent)

Address Corporate Markets, Fourth Floor,
Citymark, 150 Fountainbridge, Edinburgh

Postcode E H 3 9 P E

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

In this Section 6 references to Clauses and Schedules are to Clauses of, and Schedules to, the Legal Mortgage unless otherwise specified

References in this Form MG01 to the Legal Mortgage or to any other document (including any Finance Document) include reference to the Legal Mortgage, or to such other document, as varied in any manner from time to time

Definitions used in this Form MG01 are set out at the end of the Continuation Pages to this Section 6

The Continuation Pages to this Section 6 refer to covenants by and restrictions on the Chargor, which protect and further define the charges created by the Legal Mortgage and which must be read as part of those charges

Particulars of property mortgaged or charged

The Chargor, with full title guarantee, as security for the payment or discharge of all Secured Sums, charged to the Security Agent by way of legal mortgage all of the Mortgaged Property together with all buildings, fixtures and fixed plant and machinery at any time thereon

PLEASE SEE ATTACHED CONTINUATION PAGES

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Particulars of a mortgage or charge

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

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 Hogan Lovells International LLP 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 F1/AARONSZO

Company name Hogan Lovells International LLP

Address Atlantic House

Holborn Viaduct

Post town London

County/Region

Postcode E C 1 A 2 F G

Country United Kingdom

DX 57 London Chancery Lane

Telephone +44 (20) 7296 2000



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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Particulars of a mortgage or charge

6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

Covenants and Restrictions in the Legal Mortgage

The Chargor agreed that all of the covenants, provisions and powers contained in or subsisting under the Debenture shall be applicable for securing all of the moneys and liabilities secured by the Legal Mortgage and for defining and enforcing the rights of the Parties under the Legal Mortgage as if such covenants, provisions and powers had been set out in full in the Legal Mortgage, with the appropriate changes having been made For further details see the Form MG01 filed against the Chargor in respect of the Debenture

Definitions

"Chargor" means Hansteen STC Limited (formerly known as Spencer Trade Counters Limited) a limited liability company incorporated in England and Wales with registered number 04839441 and registered office at 6th Floor Clarendon House, 12 Clifford Street, London W1S 2LL

"Debenture" means the debenture dated 21 December 2011 executed by Hansteen Industrial Estates Limited and the companies listed in Schedule 1 therein as Original Chargors in favour of Lloyds TSB Bank PLC as Security Agent

"Facility Agreement" means the term facility agreement dated 21 December 2011 between Hansteen Industrial Estates Limited (as the Original Borrower and Original Guarantor), and Lloyds TSB Bank plc (as Arranger, Original Lender, Original Hedge Counterparty, Agent and Security Agent)

"Finance Document" has the meaning given to that term in the Facility Agreement

"Finance Parties" means the Agent, the Arranger, the Security Agent, a Lender or a Hedge Counterparty (each as defined in the Facility Agreement)

"Mortgaged Property" means the property described below

All that freehold property known as land and buildings on the south side of Meadow Lane, Ellesmere Port and registered at the Land Registry under title number CH469826

"Original Chargors" means each and all of the following companies Hansteen Industrial Estates Limited (CRN 07813927), Hansteen SPI Limited (formerly known as Spencer Industrial Estates Limited) (CRN 00825098), Hansteen SPO Limited (formerly known as Spencer Office Parks Limited) (CRN 04453159), Hansteen STC Limited (formerly known as Spencer Trade Counters Limited) (CRN 04839441), and Hansteen OBP Limited (formerly known as Omega Business Park Limited) (CRN 05360848)

"Secured Sums" means all present and future obligations and liabilities (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever) of the Chargor to all or any of the Finance Parties under each or any of the Finance Documents, in each case together with

- (a) all costs, charges and expenses incurred by any Finance Party in connection with the protection, preservation or enforcement of its rights under any Finance Document, and
- (b) all moneys, obligations and liabilities due, owing or incurred in respect of any variations or increases in the amount or composition of the facilities provided under any Finance Document or the obligations and liabilities imposed under such

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Particulars of a mortgage or charge

6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

documents

"Security Agent" means Lloyds TSB Bank plc, acting as security agent and trustee for the Finance Parties including any successor appointed by the Finance Parties pursuant to the Finance Documents



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 4839441
CHARGE NO. 4**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SUPPLEMENTAL LEGAL
MORTGAGE DATED 28 MAY 2012 AND CREATED BY
HANSTEEN STC LIMITED FOR SECURING ALL MONIES DUE OR
TO BECOME DUE FROM THE COMPANY TO ALL OR ANY OF
THE FINANCE PARTIES 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 1 JUNE 2012

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8 JUNE 2012

Dx



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES