

MG01

Particulars of a mortgage or charge



040339/78  
**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 register  
particulars of a charge for a Scottish  
company. To do this, please use  
form MG01s

THURSDAY



\*A950LLB5\*

A06

01/07/2010

105

COMPANIES HOUSE

1

**Company details**

Company number

0 7 1 6 3 2 4 0

Company name in full

IPP (Moray Schools) Holdings 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

**Date of creation of charge**

Date of creation

22 06 2010

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 charge (the "Deed")

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, whether owed jointly or  
severally, as principal or surety or in any other  
capacity whatsoever) of the Company and/or the Chargor  
to the Secured Parties (or any of them) under each of  
the Relevant Documents (and whether originally owing to  
that Secured Party or purchased or acquired by that  
Secured Party), except for any obligation or liability  
which, if it were so included, would result in the Deed  
contravening any law (the "**Secured Obligations**")

Please see the continuation sheet for a list of definitions  
used in this form MG01s

**Continuation page**

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

# MG01

## 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 Aviva Commercial Finance Limited as Security Trustee for

Address each of the Secured Parties (the "Security Trustee")

2 Rougier Street, York

Postcode Y O 9 0 1 U U

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 Chargor assigns all its right, title and interest in and to the Shares and the Related Rights

Please refer to continuation sheet for a list of definitions used in this form MG01.

# MG01

## 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 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 LLP

X

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

# MG01

## 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 CEG/JMXM/AVI/6/858

Company name Maclay Murray & Spens LLP

Address Quatermle One

15 Lauriston Place

Post town Edinburgh

County/Region

Postcode E H 3 9 E P

Country

DX DX ED137 Edinburgh

Telephone 0131 228 7118



### 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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)

## THE SCHEDULE

## THE EXISTING SHARES

Company in which shares held	Regd. No.	Class and nominal value of shares	Number of shares of that class	Issued share capital of that class
IPP (Moray Schools) Limited	07163206	Ordinary shares of £1 each	100 Ordinary shares of £1 each	100 Ordinary shares of £1 each

# MG01 - continuation page

## Particulars of a mortgage or charge

4	Amount secured	
	Please give us details of the amount secured by the mortgage or charge	
Amount secured	<p>"Company" means IPP (Moray Schools) Limited (registered number 07163206) having its registered office at 2 London Bridge, London SE1 9RA</p> <p>"Existing Shares" means the shares in the capital of the Company particulars of which are set out in the Schedule to the Deed (a copy of which is appended to this form MG01)</p> <p>"Facility Agreement" means the facility agreement dated 22 June 2010 between the Chargor, the Security Trustee and the Lender relating to the Project"</p> <p>"Intercreditor Agreement" shall have the meaning given to it in the Facility Agreement</p> <p>"Lender" shall have the meaning given to it in the Facility Agreement</p> <p>"Project" shall have the meaning given to it in the Facility Agreement</p> <p>"Related Rights" means all rights derived from the Shares including rights to dividends and other distributions paid or payable after the date of this Deed on all or any of the Shares and all stocks, shares or other securities (and dividends, interest and other distributions 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</p> <p>"Relevant Documents" shall have the meaning given to it in the Facility Agreement</p> <p>"Secured Parties" shall have the meaning given to that term in the Intercreditor Agreement</p> <p>"Shares" means means the Existing Shares together with any other shares (or other securities derived from any shares) in the capital of the Company legally and/or beneficially owned by the Chargor from time to time</p>	



## **CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE**

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

**COMPANY NO. 7163240  
CHARGE NO. 1**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A SHARE CHARGE DATED 22 JUNE  
2010 AND CREATED BY IPP (MORAY SCHOOLS) HOLDINGS  
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME  
DUE FROM THE COMPANY AND/OR IPP (MORAY SCHOOLS)  
LIMITED TO THE SECURED PARTIES (OR ANY OF THEM) 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 JULY 2010

GIVEN AT COMPANIES HOUSE, CARDIFF THE 5 JULY 2010



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES