

MG01

Particulars of a mortgage or charge



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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

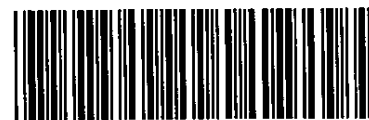
You may use this form to register
particulars of a mortgage or charge
in England and Wales or Northern
Ireland



What this form is NOT for

You cannot use this form to register
particulars of a charge for
company. To do this, please use
form MG01s

TUESDAY



AO9SKQPY

A09

11/01/2011

34

COMPANIES HOUSE

1

Company details

Company number

0 7 4 3 4 7 6 5

Company name in full

POSEIDON TOPCO LIMITED

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

d0 d6 m0 m1 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

Debenture (the "Debenture") between, amongst others, Poseidon Topco Limited (the "Charging
Company") and GE Commercial Finance Limited (the "Security Holder")

All defined terms contained in this MG01 shall have the same meaning as set out in the Debenture

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 as surety
or in any capacity whatsoever) of each of the Obligors to the Security
Holder on any account whatsoever and howsoever arising (including,
without limitation, under the Financing Documents) together with all
Expenses (the "Secured Liabilities")

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 GE Commercial Finance Limited

Address Enterprise House, Bancroft Road, Reigate, Surrey

Postcode R H 2 7 R T

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 See continuation sheet C3

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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 Wragge + Co LLP 10 01 11 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 Navin Prabhakar

Company name Wragge & Co LLP

Address 55 Colmore Row

W&Co Ref 2037226/PXFI/NKP2

Post town Birmingham

County/Region West Midlands

Postcode B 3 2 A S

Country United Kingdom

DX DX 13036 Birmingham 1

Telephone 01212331000



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	<p>1 Charging Provisions</p> <p>1 1 The Charging Company, as continuing security for the payment, discharge and performance of all the Secured Liabilities in relation to all of the following assets whether now or in future belonging to that Charging Company hereby, in each case with full title guarantee</p> <p>(a) charged to the Security Holder by way of separate fixed charges</p> <p>(i) by way of legal mortgage each property specified in Schedule 1 of the Debenture which is set opposite its name,</p> <p>(ii) by way of equitable mortgage its Real Property, other than the property or properties specified in Schedule 1 of the Debenture,</p> <p>(iii) by way of legal mortgage all the Specified Plant and Equipment together with all spare parts and replacements for and all modifications and additions to the Specified plant and Equipment,</p> <p>(iv) all its goodwill, unpaid and/or uncalled capital,</p> <p>(v) all fixtures,</p> <p>(vi) all its Intellectual Property,</p> <p>(vii) all its Securities (other than the shares held by the Charging Company in Poseidon Propco Limited),</p> <p>(viii) all loan capital, indebtedness or liabilities on any account or in any manner owing to it from any member of that Charging Company's Group,</p> <p>(ix) all amounts realised by an administrator or liquidator of that Charging Company upon enforcement or execution of any order of the court under Part VI of the Insolvency Act 1986,</p> <p>(x) all its documents of title which at any time and for any purpose have been or may be deposited with the Security Holder and the property mentioned in such documents,</p> <p>(xi) all of its Non-Vesting Debts,</p> <p>(xii) all of its Other Debts, and</p> <p>(xiii) all monies in the accounts specified in clause 4 2 1 of the Debenture and in any other account in the name of that Charging Company under the control of or operated in accordance with the directions of the Security Holder</p> <p>(b) charged to the Security Holder by way of a floating charge all of its undertaking, property, rights and assets (including, without limitation, the Plant and Equipment) whatsoever and wheresoever, both present and future (including to the extent that any of such undertaking, property, rights and assets are not effectively charged from time to time by any of the above fixed charges or assigned by way of security,</p> <p>(c) assigned by way of security to the Security Holder all its rights, title and interest in and to the benefits arising under the Policies and any contracts relating to or benefitting any of the Charged Assets</p>	

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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	<p>1 2 The floating charge created by the Debenture is a qualifying floating charge for the purpose of paragraph 14 of Schedule B1 to the Insolvency Act 1986</p> <p>2 Negative Pledge</p> <p>2 1 The Charging Company agreed that</p> <p>(a) without the prior written consent of the Security Holder, it will not sell, transfer, assign, lease out, license, lend or otherwise dispose of the whole or any part of its Charged Assets or any interest therein (or agree to do so) but this restriction shall not prohibit the disposal of any Charged Assets subject to the floating charge by way of sale at arm's length terms for commercial value in the ordinary course of its business, and</p> <p>(b) it will not permit any person (including, without limitation, any member of its Group which is not a Charging Company) to become entitled to any proprietary right or interest which might affect the value, use or marketability of its Charged Assets and will ensure that no overriding interest arises under the Land Registration Acts 1925-2002</p> <p>3 General Undertakings</p> <p>The Charging Company agreed that, whilst the security exists it will ensure that no Encumbrances (other than liens arising by operation of law in the ordinary course of business and securing obligations not more than 60 days overdue) will arise on or after the date of this Debenture in respect of its Charged Assets without the prior written consent of the Security Holder</p>	



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

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

COMPANY NO. 7434765
CHARGE NO. 1

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 6 JANUARY
2011 AND CREATED BY POSEIDON TOPCO LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM
EACH OF THE OBLIGORS TO GE COMMERCIAL FINANCE
LIMITED 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
11 JANUARY 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12 JANUARY
2011

DX



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES