

MR04

Statement of satisfaction in full or in part of a charge



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 statement of satisfaction in full
or in part of a mortgage or charge
against a company

☒ **What this form is NOT for**

You may not use this form to
register a statement of satisfaction
in full or in part of a mortgage
charge against an LLP. Use
LL MR04



A09 23/02/2015 #41
COMPANIES HOUSE

1 Company details

Company number 0 7 8 9 0 5 9 9

Company name in full BILWATER (BVI) HOLDINGS LIMITED (the "Chargor")

→ **Filling in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Charge creation

When was the charge created?

→ **Before 06/04/2013** Complete Part A and Part C

→ **On or after 06/04/2013** Complete Part B and Part C

Part A Charges created before 06/04/2013

A1 Charge creation date

Please give the date of creation of the charge

Charge creation date 3 0 0 5 2 0 1 2

A2 Charge number

Please give the charge number. This can be found on the certificate

Charge number* 1

A3 Description of instrument (if any)

Please give a description of the instrument (if any) by which the charge
created or evidenced

Instrument description Fixed and floating security document dated 30 May
2012 between the Chargor and the Trustees of the
Bilwater Retirement and Security Scheme being at the
time Martin Robert Anthong Duffy, Timothy John
Robert Kirkhope and Lesley Ann Chaddock

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

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A4 Short particulars of the property or undertaking charged

Please give the short particulars of the property or undertaking charged

Continuation page

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

Short particulars

Please see continuation sheets

Part B Charges created on or after 06/04/2013

B1 Charge code

Please give the charge code This can be found on the certificate

① Charge code

This is the unique reference code allocated by the registrar

Charge code①

- -

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A4	Short particulars of the property or undertaking charged	
	Please give the short particulars of the property or undertaking charged	
Short particulars	<p>1. Grant of security</p> <p><i>Charging clause</i></p> <p>1 1 As a continuing security for the payment, performance and discharge of the Secured Liabilities, the Chargor with full title guarantee charges to the Trustees</p> <p>(a) by way of first legal mortgage, all Properties listed in Schedule 1 now belonging to it,</p> <p>(b) by way of first fixed equitable charge, all other Properties acquired by it in the future,</p> <p>(c) by way of first fixed charge, all its present and future</p> <p>(i) Book Debts,</p> <p>(ii) Investments and their Related Rights,</p> <p>(iii) all present and future goodwill and uncalled capital for the time being of the Chargor,</p> <p>(iv) all Equipment,</p> <p>(v) all Authorisations (statutory or otherwise) held in connection with its business or the use of any Charged Property and the right to recover and receive all compensation which may be payable in respect of them,</p> <p>(vi) all moneys from time to time deposited in or standing to the credit of any bank account held by the Chargor (including, without limitation, any rent deposit given to secure liabilities in relation to land and any retention or similar sum arising out of a construction contract or any other contract (and, in each case, any cheque, bill, note, negotiable instrument or other document representing the same)), and</p> <p>(vii) Insurances and related proceeds, claims of any kind, returns of premium and other benefits,</p>	

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Short particulars	<p>(d) Charges to the Trustees, by way of first floating charge, all the undertaking, property, assets and rights of the Chargor at any time not effectively mortgaged, charged or assigned (whether at law or in equity) by way of fixed security pursuant to clause (a), clause (b) and clause (c) above</p> <p><i>Automatic conversion of floating charge</i></p> <p>1 2 Notwithstanding Clause 3 3 of the Security Document (<i>Conversion by Notice</i>) and without prejudice to any law which may have a similar effect, the floating charge created by clause 3 7 4 of the Security Document shall automatically and immediately (without notice) be converted into a fixed charge over the relevant Charged Property subject of that floating charge</p> <p>(a) the Chargor</p> <p>(i) creates, or attempts to create, over all or any part of the Charged Property a Security Interest without the prior written consent of the Trustees or any trust in favour of another person, or</p> <p>(ii) disposes or attempts to dispose of all or any part of the Charged Property (other than property subject only to the floating charge while it remains uncrystallised which property may be disposed of in the ordinary course of business or disposals of Equipment in exchange for equipment or assets of equivalent value or on the basis that such Equipment is obsolete), or</p> <p>(iii) a receiver is appointed over all or any of the Charged Property that is subject to the floating Charge, or</p> <p>(iv) any person levies or attempts to levy any distress, attachment, execution or other process against all or any part of the Charged Property,</p> <p>(v) a resolution is passed or an order is made for the winding-up, dissolution, administration or re-organisation of the Chargor or the Trustees receives notice of the appointment of, or a proposal or an intention to appoint, an administrator of the Chargor, or</p>	

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Short particulars	<p>(vi) a debt becomes due to the Trustees by any entity under Section 75(4) of the Pensions Act 1995 and the regulations made thereunder</p> <p><i>Conversion of floating charge by notice</i></p> <p>13 The Trustees may in their sole discretion at any time by written notice to the Chargor convert the floating charge and created under the Security Document with immediate effect into a fixed charge as regards any part of the Charged Property specified by the Trustees in that notice if</p> <p>(a) an Event of Default has occurred and has not been waived by the Trustee, or</p> <p>(b) the Trustees reasonably consider that any of the Charged Property may be in jeopardy or in danger of being seized or sold pursuant to any form of legal process or that it is desirable to do so in order to protect or preserve the security constituted by the Security Document over any of the Charged Property and/or the priority of that security</p> <p><i>Assets acquired after any floating charge crystallisation</i></p> <p>14 Any asset acquired by the Chargor after any crystallisation of the floating charge created under the Security Document which but of such crystallisation would be subject to a floating charge shall (unless the Trustees conform in writing to the contrary) be charged to the Trustees by way of first fixed charge</p>	

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Short particulars of the property or undertaking charged

Please give the short particulars of the property or undertaking charged

Short particulars

Schedule 1

Investments

500 bearer shares in the capital of Biwater S A ,
constituting the entire issued share capital of Biwater S A

Property

None

NOTES:

The security Agreement contains, without
limitation, the following provisions

1. Negative pledge and disposal restrictions

1.1 The Chargor shall not at any time, except with prior written
consent of the Trustees

(a) create, purport to create or permit to subsist any Security
Interest on, or in relation to, any Charged Property other
than any Security Interests created by the Security
Document, or

(b) sell, assign, transfer, part with possessions of or otherwise
dispose of in any manner (or purport to do so) all or any part
of, or any interest in, the Charged Property (whether
voluntary or involuntary), except for the disposal in the
ordinary course of business of any of the Charged Property
subject to the floating charge created under the Security
Document, or

(c) create or grant (or purport to create or grant) any interest in
any Charged Property in favour of a third party

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Advance Agreement the consent letter and agreement dated on or about the date of the Security Document between the Trustees and Biwater Holdings Limited relating to the Escrow Advance,

Authorisation an authorisation, consent, approval, resolution, license, exemption, filing, notarisation or registration,

Book Debts all book and other debts of the Chargor of any nature, and all other rights to receive money, now or in the future, owing or payable to it and the benefit of all negotiable instruments, rights, security, guarantees and indemnities of any kind,

Charged Property all the assets, property and undertaking for the time being subject to the security interests created by the Security Document (and references to the Charged Property include references to any party of it),

Costs all costs, charges, expenses and liabilities of any kind including, without limitation, costs and damages in connection with litigation, professional fees, disbursements and any value added tax charged on Costs incurred by the Trustees or any Receiver at anytime in connection with the Charged Property or the Secured Liabilities or in taking, holding or perfecting the Security Document or in protecting, preserving, defending or enforcing the security constituted by the Security Document or in exercising any rights, powers or remedies provided by or pursuant to the Security Document (including any right or power to make payments on behalf of the Chargor under the terms of the Security Document) or by law in each case on a full indemnity basis,

Deed of Agreement the Deed of Agreement dated 23 December 2010 between Biwater Holdings Limited and the Trustees,

Escrow Account means the bank account with HSBC plc, held in the name of Biwater Holdings Limited,

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Escrow Advance(s) shall mean the aggregate amount of advances or withdrawals permitted to be made from the Escrow Account (less any amounts repaid into the Escrow Account as contemplated in the Advance Agreement) in each case on or after the date of the Security Document,

Equipment all present and future equipment, plant, machinery, tools, vehicles, furniture, fittings, installations and apparatus and other tangible movable property for the time being owned by the Chargor,

Event of Default an event or circumstance defined as such in the Advance Agreement,

Insurances means the shares and the securities specified in Schedule 1, and all other shares and securities from time to time legally and beneficially owned by the Chargor, or in which the Chargor has an interest from time to time,

Investments the shares and securities specified in Schedule 1, and all other shares and securities from time to time legally and beneficially owned by the Chargor, or in which the Chargor has an interest from time to time,

Properties all freehold and leasehold properties (whether registered or unregistered) and all common hold properties, now or in the future (and from time to time) owned by the Chargor or in which the Chargor holds an interest (including (but not limited to) the properties which are briefly described in Schedule 1) and Property means any of them,

Receiver means a receiver and/or manager of any or all of the Charged Property appointed under the Security Document,

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Related Rights in relation to the Investments, all dividends, interest, benefits, property, rights, accretions, moneys, advantages, credits, rebates, refunds (including rebates and refunds in respect of any tax, duties, imposts or charges) and other distributions paid or payable in respect of the Investments, whether by way of bonus, capitalisation, conversion, preference, option, substitution, exchange, redemption or otherwise,

Security Interest any mortgage, charge (whether fixed or floating, legal or equitable), pledge, lien, assignment by way of security, or other security interest securing any obligation of any person or any other agreement or arrangement having a similar effect, and

Trustees Martin Robert Anthony Duffy, Timothy John Robret Kirkhope, and Lesley Ann Chaddock all of Biwater House as trustees for the time being of The Biwater Retirement and Security Scheme

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Part C To be completed for all charges

C1

Satisfaction

I confirm that the debt for the charge as described has been paid or satisfied
Please tick the appropriate box

☒ In full

☐ In part

C2

Details of the person delivering this statement and their interest in the charge

Please give the name of the person delivering this statement

Name

Jonathan Lamb

Please give the address of the person delivering this statement

Building name/number

Blwater House

Street

Station Approach

Post town

Dorking

County/Region

Surrey

Postcode

R H 4 1 T Z

Please give the person's interest in the charge (e.g. chargor/chargee etc)

Person's interest in the charge

Chargor

C3

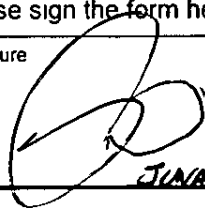
Signature

Please sign the form here

Signature

Signature

X



JONATHAN LAMB, DIRECTOR

X

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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 problem on the form. The contact information you give will be visible to searchers of the public record.

Contact name Jonathan Lamb

Company name
Blwater (BVI) Holdings
Limited

Address Blwater House

Station Approach

Post town Dorking

County/Region Surrey

Postcode R H 4 1 T Z

Country United Kingdom

DX

Telephone 01306 746084



Important information

Please note that all information on this form will appear on the public record.



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 9F
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



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

Part A Charges created before 06/04/2013

- ☒ You have given the charge date
☒ You have given the charge number (if appropriate)
☒ You have completed the Description of instrument and Short particulars in Sections A3 and A4

Part B Charges created on or after 06/04/2013

- ☐ You have given the charge code

Part C To be completed for all charges

- ☒ You have ticked the appropriate box in Section C1
☒ You have given the details of the person delivering this statement in Section C2
☒ You have signed the form



Further information

For further information, please see the guidance 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