

MG01

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Oyez

Particulars of a mortgage or charge

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

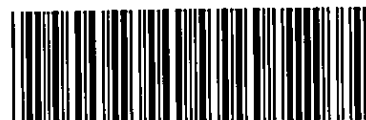
You may use this form to register particulars of a mortgage or charge in England and Wales or Northern Ireland



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

WEDNESDAY



"L216BI7M"

L12

30/01/2013

#39

COMPANIES HOUSE

1

Company details

Company number

0 8 3 2 8 2 0 0

Company name in full

Portobello Gold Limited (the "Company")

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

2 2 0 1 2 0 1 3

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'

Debenture

4

Amount secured

Amount secured

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

All monies and liabilities now or hereafter due, owing or incurred by the Company to Santander UK Plc or its group members (or any of them) when the same become due for payment or discharge whether by acceleration or otherwise, and whether expressed or implied; present, future or contingent, joint or several; incurred as principal or surety; originally owing to Santander UK Plc or its group members (or any of them) or purchased or otherwise acquired by them or it

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	Santander UK Plc	
Address	2 Triton Square, Regent's Place, London (Company Number: 02294747)	
Postcode	N W 1 3 A N	
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	<p>1 By way of legal mortgage all estates or interests in any freehold, leasehold or commonhold property in England and Wales now belonging to the Company.</p> <p>2 By way of fixed charge:-</p> <p>(1) All estates or interests in any freehold, leasehold or commonhold property in England and Wales now here or hereafter belonging to the Company,</p> <p>(11) All other interests belonging to the Company in or over land or the proceeds of sale of land and all licences now or in the future held by the Company to enter on or use land;</p> <p>(111) The benefit of all other agreements relating to the above properties to which the Company is or may become a party or otherwise entitled,</p> <p>(iv) All plant, machinery and equipment owned by the Company and its interest in any plant, machinery and equipment in its possession;</p> <p>(v) The Company's rights under the appointment of any managing agent in respect of any of the above properties;</p> <p>(vi) The Company's rights, title and interest in the Insurances;</p> <p>(vii) The Company's Investments together with all related Rights;</p> <p>(viii) The Company's Intellectual Property;</p> <p style="text-align: right;">see continuation sheet</p>	

MG01 - continuation page

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

(iv) The amounts from time to time standing to the credit of any account of the Company with any bank, financial institution or other person;

(x) The Company's book and other debts;

(xi) The Company's goodwill and uncalled capital, and

xii) The benefit of all Authorisations held in connection with the Company's business or use of any Charged Assets.

3. By way of floating charge, the Company's undertaking, property and assets whatsoever and wheresoever both present and future, other than any other property or assets from time to time effectively charged by way of legal mortgage or fixed charge pursuant to clauses 3.1 or assigned pursuant to clause 3.2 of the Debenture

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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

N11

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).

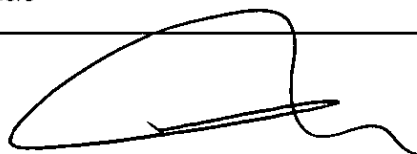
9 Signature

Please sign the form here

Signature

Signature

X



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

Mark Phillips (Ref: MDP1/23169 782)

Company name

Howard Kennedy

Address

19 Cavendish Square

London

Post town

Country/Region

Postcode

W1A 2AW

Country

DX

DX 42748 Oxford Circus North

Telephone

0207 546 8880



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



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 8328200
CHARGE NO. 1**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 22 JANUARY
2013 AND CREATED BY PORTOBELLO GOLD LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO SANTANDER UK PLC OR ITS GROUP MEMBERS
(OR ANY OF THEM) ON ANY ACCOUNT WHATSOEVER WAS
REGISTERED PURSUANT TO CHAPTER 1 PART 25 OF THE
COMPANIES ACT 2006 ON THE 30 JANUARY 2013

GIVEN AT COMPANIES HOUSE, CARDIFF THE 1 FEBRUARY
2013

1/2



Companies House



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