

MG01s

Particulars of a charge created by a company registered in Scotland

52/040127

Oyez

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 charge created by a
Scottish company.



What this form is NOT for

You cannot use this form to register
particulars of a mortgage or charge
created by a company in England
and Wales or Northern Ireland. If
this, please use form MG01.

TUESDAY



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SCT

26/02/2013

#199

COMPANIES HOUSE

1 Company details

Company number

S C 2 1 9 7 6 5

Company name in full

Cosalt Offshore Limited (the **Chargor**)

For official use

8

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

01 05 20 02 20 13

3 Description

Please give a description of the instrument (if any) creating or evidencing the
charge e.g. 'Standard security', 'Floating charge' etc.

Description

Bond and floating charge (the **Charge**)

4 Amount secured

Please give us details of the amount secured by the charge.

Amount secured

All the Debt and all other present and future
liabilities and obligations at any time due, owing
or incurred by any member of the Group and/or by
any Debtor to any Secured Party, both actual and
contingent and whether incurred solely or jointly
and as principal or surety or in any other capacity
together with all costs, charges and expenses
incurred by any Secured Party in connection with
the protection, preservation or enforcement of its
rights under any document evidencing or securing
any such liabilities.

Please see continuation page for definitions.

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

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 NBGI Private Equity (Tranche II) LP

Address 1 Royal Plaza, Royal Avenue

St Peter Port, Guernsey

Postcode G Y 1 2 H L

Name

Address

Postcode

6 Short particulars of all the property charged

Please give the short particulars of the property charged.

Continuation page

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

Short particulars

The whole of the property (including uncalled capital) which is or may be from time to time while the Charge is in force comprised in the property and undertaking of the Chargor (the **Charged Assets**).

The floating charge created by the Charge is a qualifying floating charge for the purpose of paragraph 14 of Schedule B1 to the Insolvency Act 1986.

Please see continuation page for definitions.

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7 Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision ⁽¹⁾

The Chargor shall not without the prior written consent of the Security Trustee or except as permitted pursuant to the Intercreditor Agreement (1) create or permit to subsist any Security Interest on or over any Charged Asset; (2) sell, transfer, assign, factor, lease, license or otherwise dispose of all or any of the Charged Assets or its interest in them other than in the ordinary course of trading; or (3) cause or permit to be done anything which may in any way depreciate jeopardise or otherwise prejudice the value or marketability of any of the Charged Assets.

In the event that the Chargor grants any Security Interest after its execution of the Charge in breach of these terms, the Charge shall, subject to Section 464(2) of the Companies Act 1985, rank in priority to any such Security Interest.

Please see continuation page for definitions.

⁽¹⁾ In the case of a floating charge a statement should be given of (1) the restrictions, if any, on the power of the company to grant further securities ranking in priority to, or pari passu with the floating charge; and/or (2) the provisions, if any, regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property which is the subject of the floating charge or any part of it.

Continuation page

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

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8 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

None.

9 Delivery of instrument

A certified copy of the instrument, if any, creating or evidencing the charge, together with this form with the prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of the creation of the charge.

In the case of a charge created out of the United Kingdom (UK), comprising property situated outside the UK, within 21 days after the date on which the copy of the instrument creating it could, in due course of post, and if despatched with due diligence, have been received in the UK. Certified copies of any other documents relevant to the charge should also be delivered.

10 Signature ¹⁾

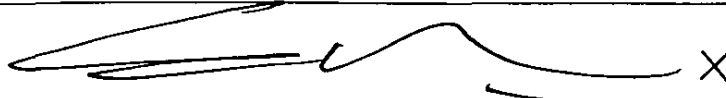
Please sign the form here.

For and on behalf of Dundas & Wilson CSLLP

Signature

Signature

X




X


¹⁾ Signature


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	LM/TF/NBG001.0005
Company name	Dundas & Wilson CS LLP
Address	Saltire Court
20 Castle Terrace	
Edinburgh	
Post town	
County/Region	
Postcode	E H 1 2 E N
Country	
DX	
Telephone	0131 228 8000

	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:	
<input type="checkbox"/>	The company name and number match the information held on the public Register.
<input type="checkbox"/>	You have included a certified copy of the deed (if any) with this form.
<input type="checkbox"/>	You have entered the date the charge was created.
<input type="checkbox"/>	You have supplied the description of the instrument.
<input type="checkbox"/>	You have given details of the amount secured by the chargee.
<input type="checkbox"/>	You have given details of the mortgagee(s) or person(s) entitled to the charge.
<input type="checkbox"/>	You have entered the short particulars of all the property charged.
<input type="checkbox"/>	You have signed the form.
<input type="checkbox"/>	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 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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Amount secured

Please give us details of the amount secured by the charge.

Amount secured

Definitions

Debt means all present and future monies, obligations and liabilities, whether actual or contingent and whether owned jointly or severally, as principal or surety and/or in any other capacity.

Debtor has the meaning given to it in the Security Trust Deed.

Debt Provider means the Original Debt Providers and each party who accedes to the Security Trust Deed as a Debtor in accordance with Clause 7 (Changes to the Parties) of the Security Trust Deed.

Delegate has the meaning given to it in the Security Trust Deed.

Group means the Parent and its Subsidiaries from time to time.

Intercreditor Agreement has the meaning given to it in the Security Trust Deed.

NBGI means NBGI Private Equity (Tranche II) LP registered in Guernsey (with number 1511) whose registered office is at office is at 1 Royal Plaza, Royal Avenue, St Peter Port, Guernsey, acting by its investment manager NBGI Private Equity Limited (registered number 3942388) whose registered office is at Old Change House, 128 Queen Victoria Street, London EC4V 4BJ.

Original Debt Provider means NBGI.

Parent means Cosalt Offshore Holdings Limited a company incorporated in Scotland under registered number SC442496.

Receiver has the meaning given to it in the Security Trust Deed.

Secured Parties means the Debt Providers, the Security Trustee and any Receiver or Delegate.

Security Interest means any standard security, mortgage, standard security, pledge, lien, charge, assignment, assignation, hypothecation or security interest or any other agreement or arrangement having a similar effect.

Security Trust Deed means the security trust deed dated 15 February 2013 among the Security Trustee, NBGI, the Chargor and others.

Security Trustee means NBGI Private Equity (Tranche II) LP registered in Guernsey (with number 1511) whose registered office is at office is at 1 Royal Plaza, Royal Avenue, St Peter Port, Guernsey, as agent and security trustee for the Secured Parties.

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Amount secured

Please give us details of the amount secured by the charge.

Amount secured

Subsidiary of a company or corporation means any company or corporation:
a) which is controlled, directly or indirectly by the first-mentioned company or corporation;
b) more than half the issued share capital of which is beneficially owned, directly or indirectly, by the first-mentioned company or corporation; or
c) which is a subsidiary of another subsidiary of the first-mentioned company or corporation,
and, for these purposes, a company or corporation shall be treated as being controlled by another if that other company or corporation is able to direct its affairs and/or to control the composition of its board of directors or equivalent body.



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

COMPANY NO. 219765

CHARGE NO. 8

**I HEREBY CERTIFY THAT A CHARGE CREATED BY COSALT
OFFSHORE LIMITED**

ON 15 FEBRUARY 2013

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

IN FAVOUR OF NBGI PRIVATE EQUITY (TRANCHE II) LP

**WAS DELIVERED PURSUANT TO SECTION 878 OF THE
COMPANIES ACT 2006 ON 26 FEBRUARY 2013**

**GIVEN AT COMPANIES HOUSE, EDINBURGH 27 FEBRUARY
2013**



Companies House



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