

# MG04

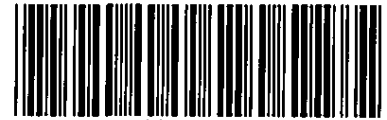
Application for registration of a memorandum of satisfaction that part (or the whole) of the property charged (a) has been released from the charge; (b) no longer forms part of the company's property



☒ **What this form is for**  
You may use this form to register a memorandum of satisfaction where part or the whole of the property has a) been released from the charge or b) ceased to form part of the property

☒ **What this form is NOT for**  
You cannot use this form to register a memorandum of satisfaction where part or the whole of the property a) has been released the charge or b) no longer forms part of the company's property, company registered in Scotland do this, please use MG04s

For further information, please refer to our guidance at



A35 12/02/2010 266  
COMPANIES HOUSE

FRIDAY

## 1 Company details

Company number 0 5 8 7 9 9 3 5  
Company name in full MACQUARIE MOTORWAYS GROUP LIMITED

For official use  
→ **Filling in this form**  
Please complete in typescript or in bold black capitals.  
All fields are mandatory unless specified or indicated by \*

## 2 Creation of charge

Date charge created d 2 d 1 m 0 m 8 y 2 y 0 y 0 y 6  
Description ① THE RINGFENCED SECURITY AGREEMENT  
Date of registration ② d 2 d 4 m 0 m 8 y 2 y 0 y 0 y 6

① You should give a description of the instrument (if any) creating or evidencing the charge, e.g. 'Legal charge'  
② The date of registration may be confirmed from the certificate

## 3 Name and address of chargee(s), or trustee(s) for the debenture holders

Please give the name and address of the chargee(s), or trustee(s) for the debenture holders

Name Macquarie European Infrastructure Limited  
Address Level 35, CityPoint, 1 Ropemaker Street, London  
Postcode E C 2 Y 9 H D

Name  
Address  
Postcode

Name  
Address  
Postcode

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

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4

**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 Schedule 1 attached hereto  
See Schedule 2 attached hereto for definitions

5

**Satisfaction of the property charged**

I confirm that with respect to the charge described above that ❶

- ☐ part of the property  
☒ the whole of the property

has ❷

- ☒ been released from the charge  
☐ ceased to form part of the company's property or undertaking  
☐ been released from the charge and ceased to form part of the  
company's property

❶ Please tick one box only

6

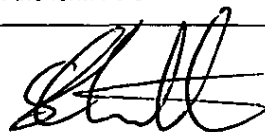
**Signature**

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

## MG04

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

Contact name **MacCap Funds CoSec (London)**

Company name

Address **Level 28, CityPoint**

**1 Ropemaker Street**

Post town **London**

County/Region

Postcode 

E	C	2	Y		9	H	D
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Country **United Kingdom**

DX

Telephone



### 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 correctly completed the charge details in Section 2
- ☐ You have given the name and address of the chargee, or trustee for the debenture holders
- ☐ You have completed the details of the short particulars of the property charged
- ☐ You have completed both parts of Section 5
- ☐ You have signed the form



### 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 9FF  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post)

**For companies registered in Northern Ireland**  
The Registrar of Companies, Companies House,  
First Floor, Waterfront Plaza, 8 Laganbank Road,  
Belfast, Northern Ireland, BT1 3BS  
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)**

**SCHEDULE 1**  
**THE CHARGED PROPERTY**

**1 CHARGES AND ASSIGNMENTS**

**1.1 Charge**

The Chargor has charged with full title guarantee and by way of first fixed charge (or, if applicable in relation to the MIBL Shares, by way of second fixed charge and without prejudice to any prior ranking security created pursuant to the Luxembourg Share Charge) in favour of the Security Trustee, as continuing security for the payment and discharge of the Secured Obligations, all of the Chargor's right, title and interest from time to time in and to the Charged Portfolio

**1.2 Assignment of Ringfenced Investments Account**

The Chargor has assigned with full title guarantee to the Security Trustee as trustee for the Secured Parties as security for the payment and discharge of the Secured Obligations all of the Chargor's right, title and interest from time to time in and to the Ringfenced Investments Account

**2 NEGATIVE PLEDGE**

The Facility Agreement contains a negative pledge

**3 FURTHER ASSURANCE**

The Ringfenced Security Agreement contains covenants of further assurance

## **SCHEDULE 2**

### **DEFINITIONS**

**"Accession Deed"** means the Secured Party Accession Deed entered into by an acceding Secured Party substantially in the form set out in Schedule 1 (*Form of Secured Party Accession Deed*) of the Ringfenced Security Agreement

**"Charged Portfolio"** means the Shares and the Related Assets

**"Chargor"** means Macquarie Motorways Group Limited

**"Facility Agreement"** means the Facility Agreement dated on or about the date of the Ringfenced Security Agreement between, amongst others, the Chargor, Midland Expressway Limited, Banco Espírito Santo de Investimento, S A, Calyon, Dresdner Kleinwort Wasserstein Limited, Banco Santander Central Hispano, S A (as arranger), Calyon (as agent) and the Original Lenders (as defined in that agreement as amended, varied, novated or supplemented from time to time)

**"Funding Agreement"** means, in relation to the Noteholders, the IntraGroup Loan Notes and in relation to any other Secured Party such agreement as may be identified in the relevant Accession Deed

**"IntraGroup Loan Notes"** means the loan notes due 2016 to Macquarie Midland Holdings Limited issued by the Chargor

**"Luxembourg Share Charge"** means the share charge dated on or about the date of the Ringfenced Security Agreement between the Chargor and the Security Trustee in respect of the MIBL Shares in the presence MIBL

**"MIBL Shares"** means the shares in the capital of MIBL Finance (Luxembourg) SarL ("MIBL")

**"MIBL"** means MIBL Finance (Luxembourg) S a r L

**"MIUK Shares"** means the shares in the capital of MIUK

**"MIUK"** means Macquarie Infrastructure (UK) Limited

**"Noteholders"** means the noteholders of the IntraGroup Loan Notes from time to time

**"Original Lenders"** means the financial institutions listed in Part II of Schedule 1 of the Facility Agreement as lenders

**"Related Assets"** means all dividends, interest and other monies at any time payable at any time in respect of the Shares and all other rights, benefits and proceeds in respect of or derived from the Shares (whether by way of redemption, bonus, preference, option, substitution, conversion or otherwise) held by, to the order or on behalf of the Chargor at any time

**"Ringfenced Security Agreement"** means a ringfenced security agreement dated 21 August 2006 between the Chargor and the Security Trustee

**"Ringfenced Investments Account"** means the account titled "MMG Ringfenced Investments Account" (and any renewal or redesignation of such account) maintained with Barclays Bank PLC by the Chargor

**"Secured Obligations"** means all obligations owing to the Secured Parties or to the Security Trustee under or pursuant to any Funding Agreement (whether for its own account or as trustee for the Secured Parties) by the Chargor on any account, whether present or future, actual or contingent (and whether incurred by the Chargor alone or jointly, and whether as principal or surety or in some other capacity) except for any obligation or liability which, if it were included, would cause that obligation or liability or any of the Security in respect thereof, to be unlawful or prohibited by any applicable law

**"Secured Parties"** means the Noteholders and any successor, assignee or transferee of the IntraGroup Loan Notes or other replacement, refinancing or additional lender to the Chargor

**"Security Trustee"** means Macquarie European Infrastructure Limited

**"Shares"** means all of the MIUK Shares and the MIBL Shares in each case held by, to the order or on behalf of the Chargor at any time