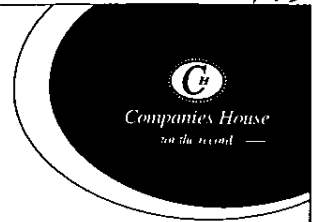


MG01

Particulars of a mortgage or charge

V 051200/13



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

THURSDAY



LD2 *L12AUAUO* #55
09/02/2012
COMPANIES HOUSE

1 Company details

Company number	0	3	9	5	8	4	7	6	For official use
Company name in full	INTERACTIVE BROKERS (U K) LIMITED								<p>→ Filing in this form Please complete in typescript or in bold black capitals</p> <p>All fields are mandatory unless specified or indicated by *</p>

2 Date of creation of charge

Date of creation	d	1	d	9	m	0	m	1	y	2	y	0	y	1	y	2
------------------	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

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	The prime brokerage cash account agreement (the PBCA) dated 19 January 2012 between (1) Interactive Brokers (U K) Limited (the Client), and (2) Morgan Stanley & Co International plc (MSI plc) acting for itself and as agent for the Associated Firms and Morgan Stanley Securities Limited (MSSL)

4 Amount secured

Please give us details of the amount secured by the mortgage or charge		<p>Continuation page Please use a continuation page if you need to enter more details.</p>
Amount secured	Please see attached continuation sheets	

MG01

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
Name	Morgan Stanley & Co International plc
Address	25 Cabot Square, Canary Wharf, London
Postcode	E 1 4 4 Q A
Name	Morgan Stanley Securities Limited
Address	25 Cabot Square, Canary Wharf, London
Postcode	E 1 4 4 Q A
	Continuation page Please use a continuation page if you need to enter more details.


6 Short particulars of all the property mortgaged or charged	
	Please give the short particulars of the property mortgaged or charged
Short particulars	Please see attached continuation sheets
	Continuation page Please use a continuation page if you need to enter more details.

MG01

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 <ul style="list-style-type: none">- 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 applicable	

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 X  X This form must be signed by a person with an interest in the registration of the charge	
----------	--	--

MG01

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 **Nicholas Grewal / James Smethurst**

Company name **Freshfields Bruckhaus Deringer LLP**

Address **65 Fleet Street**

Post town **London**

County/Region

Postcode **E C 4 Y 1 H S**

Country **England**

DX **DX 23 London/Chancery Lane**

Telephone **020 7936 4000**

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

MG01 - continuation page

Particulars of a mortgage or charge

4	Amount secured	
	Please give us details of the amount secured by the mortgage or charge	
Amount secured	<p>The Client grants the charge to MSI plc and MSSL as continuing security for the payment and discharge of the aggregate (as determined by MSI plc) of all monies, debts, liabilities and obligations which now are or have been or at any time hereafter may be or become due, owing or incurred by the Client to MSI plc, MSSL or any Associated Firm under the Customer Agreement and/or the ISDA Master Agreement, any transaction, contract or otherwise, together with any reasonable costs, charges or expenses (including, without limitation, reasonable legal fees) which Morgan Stanley may incur in perfecting, enforcing or maintaining, or attempting to perfect, enforce or maintain, any of its rights under the PBCA, the Customer Agreement and/or the ISDA Master Agreement, any transaction there-under or otherwise (the Liabilities)</p> <p>Unless defined elsewhere in this form MG01, capitalised terms used in this form shall have the meanings given to them in the continuation pages attached hereto</p> <p>Unless the context otherwise requires, capitalised terms importing the plural include the singular and vice versa</p>	

MG01 - continuation page

Particulars of a mortgage or charge

6	Short particulars of all the property mortgaged or charged	
Short particulars	<p data-bbox="344 394 1023 423">Please give the short particulars of the property mortgaged or charged</p> <p data-bbox="344 450 1442 539">As security for the Liabilities the Client hereby charges to MSI pic acting for itself and as trustee for MSSL and the Associated Firms by way of first fixed charge with full title guarantee and free of any adverse interest</p> <p data-bbox="344 577 1449 640">(a) all cash credited to the Account and any other account with any third party appointed by Morgan Stanley pursuant to the Customer Agreement,</p> <p data-bbox="344 678 1449 741">(b) all sums of money held by Morgan Stanley for the Client, the benefit of all accounts in which any such money may be held and all the Client's rights, title and interest relating to such accounts, and</p> <p data-bbox="344 779 1374 842">(c) any rights or claims of the Client under the PBCA, the ISDA Master Agreement and/or the Customer Agreement,</p> <p data-bbox="344 880 1458 1032">in each case so that the covenants implied by the Law of Property (Miscellaneous Provisions) Act 1994 in the charges contained or created pursuant to the PBCA are construed with the omission of (i) the words other than any charges, encumbrances or rights which that person does not and could not reasonably be expected to know about in section 3(1), and (ii) section 6(2) of that Act Sections 93 and 103 of the Law of Property Act 1925 will not apply to the PBCA</p>	

MG01 - continuation page

Particulars of a mortgage or charge

6	Short particulars of all the property mortgaged or charged	
Short particulars	<p data-bbox="339 398 1018 432">Please give the short particulars of the property mortgaged or charged</p> <p data-bbox="339 454 1409 521">Negative Pledge Except for the Security the Client will not create or have outstanding any other security interest whatsoever on or over the cash which is subject to the Security</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

Account means an account opened for the Client pursuant to the Customer Agreement,

Associated Firms means any undertaking in the Morgan Stanley group of companies from time to time and includes but is not limited to those companies listed in Schedule 2 of the Customer Agreement as may be amended from time to time,

Client means Interactive Brokers (UK) Limited,

Customer Agreement means Morgan Stanley's standard terms of business entered into between the Client and MSI plc as agent for the Associated Firms and MSSL on or about 4 October,

ISDA Master Agreement means the ISDA Master Agreement between MSI plc and the Client dated 19 January 2012,

Morgan Stanley means MSI plc, MSSL or any Associated Firm,

MSI plc means Morgan Stanley & Co International plc,

MSSL means Morgan Stanley Securities Limited,

PBCA means the prime brokerage cash account agreement dated 12 January 2012 between (1) Interactive Brokers (UK) Limited, and (2) MSI plc acting for itself and as agent for the Associated Firms and MSSL, and

Security means the security created by, or pursuant to, the PBCA



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

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

**COMPANY NO. 3958476
CHARGE NO. 1**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A PRIME BROKERAGE CASH
ACCOUNT AGREEMENT DATED 19 JANUARY 2012 AND
CREATED BY INTERACTIVE BROKERS (U.K.) LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO MORGAN STANLEY & CO. INTERNATIONAL
PLC, MORGAN STANLEY SECURITIES LIMITED OR ANY
ASSOCIATED FIRM 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 9 FEBRUARY
2012

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15 FEBRUARY
2012

D X

