

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM483633

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
HSS HIRE SERVICE GROUP LIMITED		07/10/2018	Corporation: ENGLAND
RECEIVING PARTY DATA			
Name:	GLAS TRUST CORPORATION LIMITED, AS SECURITY AGENT		
Street Address:	45 Ludgate Hill		
City:	London		
State/Country:	UNITED KINGDOM		
Postal Code:	EC4M 7JU		
Entity Type:	Corporation: UNITED KINGDOM		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4608132	REINTEC	
CORRESPONDENCE DATA			
Fax Number:	4154391500		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	maria.banda@kirkland.com		
Correspondent Name:	Maria Banda		
Address Line 1:	Kirkland & Ellis, LLP		
Address Line 2:	555 California Street, Suite 2700		
Address Line 4:	San Francisco, CALIFORNIA 94104		
ATTORNEY DOCKET NUMBER:	25825-9		
NAME OF SUBMITTER:	Maria Banda		
SIGNATURE:	/Maria Banda/		
DATE SIGNED:	07/27/2018		
Total Attachments: 28			
source=ELF-JP_25825-9_Debenture_Redacted#page1.tif			
source=ELF-JP_25825-9_Debenture_Redacted#page2.tif			
source=ELF-JP_25825-9_Debenture_Redacted#page3.tif			
source=ELF-JP_25825-9_Debenture_Redacted#page4.tif			

CH \$40.00 4608132

source=ELF-JP_25825-9_Debenture_Redacted#page5.tif
source=ELF-JP_25825-9_Debenture_Redacted#page6.tif
source=ELF-JP_25825-9_Debenture_Redacted#page7.tif
source=ELF-JP_25825-9_Debenture_Redacted#page8.tif
source=ELF-JP_25825-9_Debenture_Redacted#page9.tif
source=ELF-JP_25825-9_Debenture_Redacted#page10.tif
source=ELF-JP_25825-9_Debenture_Redacted#page11.tif
source=ELF-JP_25825-9_Debenture_Redacted#page12.tif
source=ELF-JP_25825-9_Debenture_Redacted#page13.tif
source=ELF-JP_25825-9_Debenture_Redacted#page14.tif
source=ELF-JP_25825-9_Debenture_Redacted#page15.tif
source=ELF-JP_25825-9_Debenture_Redacted#page16.tif
source=ELF-JP_25825-9_Debenture_Redacted#page17.tif
source=ELF-JP_25825-9_Debenture_Redacted#page18.tif
source=ELF-JP_25825-9_Debenture_Redacted#page19.tif
source=ELF-JP_25825-9_Debenture_Redacted#page20.tif
source=ELF-JP_25825-9_Debenture_Redacted#page21.tif
source=ELF-JP_25825-9_Debenture_Redacted#page22.tif
source=ELF-JP_25825-9_Debenture_Redacted#page23.tif
source=ELF-JP_25825-9_Debenture_Redacted#page24.tif
source=ELF-JP_25825-9_Debenture_Redacted#page25.tif
source=ELF-JP_25825-9_Debenture_Redacted#page26.tif
source=ELF-JP_25825-9_Debenture_Redacted#page27.tif
source=ELF-JP_25825-9_Debenture_Redacted#page28.tif

DATED 10 JULY 2018

DEBENTURE

between

THE COMPANIES LISTED HEREIN

as Initial Security Providers

and

GLAS TRUST CORPORATION LIMITED

as Security Agent

This Debenture is entered into subject to the terms of the Intercreditor Agreement dated 10 July 2018.

KIRKLAND & ELLIS INTERNATIONAL LLP

30 St. Mary Axe
London EC3A 8AF
Tel: +44 (0)20 7469 2000
Fax: +44 (0)20 7469 2001
www.kirkland.com

This Deed is made on 10 July 2018

PARTIES

- (1) **HAMPSHIRE BIDCO LIMITED** a limited company incorporated under the laws of England and Wales with its registered office at Oakland House 76 Talbot Road, Old Trafford, Manchester, England, M16 0PQ and with company number 08203340 ("**Topco**");
- (2) **HSS HIRE GROUP PLC** a public company incorporated under the laws of England and Wales with its registered office at Oakland House Talbot Road, Old Trafford, Manchester, England, M16 0PQ and with company number 09378067 ("**PLC**");
- (3) Each of the companies listed in Schedule 1 hereto (each a "**Chargor**", together the "**Chargors**", and together with PLC and Topco, the "**Initial Security Providers**"); and
- (4) **GLAS TRUST CORPORATION LIMITED** as security trustee for itself and the other Secured Parties (the "**Security Agent**").

IT IS AGREED as follows:

1 DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this Debenture:

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

“**Charging Companies**” means each Chargor and any other person which accedes to the terms of this Debenture pursuant to the terms of a duly executed Deed of Accession (each a “**Charging Company**”).

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

“**Intellectual Property**” means any patents, trade marks, service marks, designs, business names, copyrights, design rights, moral rights, inventions, confidential information, knowhow and other intellectual property rights and interests, whether registered or unregistered, (including, but not limited to such assets specified in Part IV of Schedule 2 (*Security Assets*)), and the benefit of all applications and rights to use such assets and all Related Rights.

[REDACTED]

[REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

■ [REDACTED]

[REDACTED]

3 FIXED CHARGES, ASSIGNMENTS AND FLOATING CHARGE

3.1 Fixed Charges

(a) [REDACTED]

[REDACTED]

[REDACTED]

(b) Subject to Clause 3.4 (*Excluded Assets*), PLC (solely in respect of paragraph (vi) below), Topco (solely in respect of paragraphs (vi) and (ix) below) and each Charging Company (solely in respect of paragraphs (i) to (viii) (inclusive)) charges with full title guarantee in favour of the Security Agent (as Security Agent for itself and on behalf of the Secured Parties) as continuing security for the payment and discharge of the Secured Obligations, by way of first fixed charge all its right, title and interest from time to time in and to:

(i) [REDACTED]

(ii) [REDACTED]

(iii) any Intellectual Property;

(iv) [REDACTED]

(v) [REDACTED]

(vi) [REDACTED]

(vii) [REDACTED]

(viii) [REDACTED]

(ix) [REDACTED]

3.2 [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

3.3 Floating Charge

(a) Each Charging Company with full title guarantee charges in favour of the Security Agent (as Security Agent for itself and on behalf of the Secured Parties) as security for the payment and discharge of the Secured Obligations by way of first floating charge all of its present and future assets and undertaking.

(b) [REDACTED]

(c) [REDACTED]

3.4 [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]

5.7 Registration of Intellectual Property

Subject in each case to the Agreed Security Principles and the other provisions of this Debenture, each Charging Company shall, if requested by the Security Agent (acting pursuant to instructions provided in accordance with the terms of the Intercreditor Agreement), execute all such documents and do all acts that the Security Agent may reasonably require to record the interest of the Security Agent in any registers relating to any registered material Intellectual Property required to conduct the business of that Charging Company.

5.8 [REDACTED]

[REDACTED]


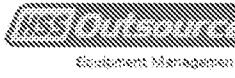



6 [REDACTED]



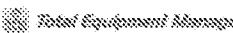
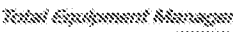


[REDACTED]


**SCHEDULE 1
CHARGORS**





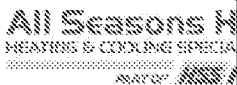

Name of Chargor	Registered Number	Registered Address
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
HSS Hire Service Group Limited	00644490	Oakland House Talbot Road, Old Trafford, Manchester, England, M16 0PQ
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]

**Part IV
Intellectual Property**

Country	Mark	Classes	Application Date	Application No.	Registration Date	Registration No.	Status	Renewal Date	Owner
European Union	HSS HIRE	35,37,4 1	24/08/ 2009	00850517 4	22/02/201 0	00850 5174	Registered.	24 Aug 2019	HSS Hire Service Group Limited
European Union		35,37,4 1	24/08/ 2009	00850519 1	22/02/201 0	00850 5191	Registered.	24 Aug 2019	HSS Hire Service Group Limited
European Union	HSS OUTSOURCE	35,37,4 1	09/09/ 2010	00936517 2	21/02/201 1	00936 5172	Registered.	09 Sep 2020	HSS Hire Service Group Limited
European Union		35,37,4 1	09/09/ 2010	00936542 1	21/02/201 1	00936 5421	Registered.	09 Sep 2020	HSS Hire Service Group Limited
European Union		35,37,3 9	02/12/ 2010	00956810 6	03/06/201 1	00956 8106	Registered.	02 Dec 2020	HSS Hire Service Group Limited
European Union	HEROES OF HIRE	35,37,4 1	27/10/ 2011	01037299 3	29/03/201 2	01037 2993	Registered.	27 Oct 2021	HSS Hire Service Group Limited
European Union		35,37,4 1	02/11/ 2011	01038477 4	08/05/201 2	01038 4774	Registered.	02 Nov 2021	HSS Hire Service Group Limited
European Union		35,37,4 1	01/02/ 2012	01060863 6	28/06/201 2	01060 8636	Registered.	01 Feb 2022	HSS Hire Service Group Limited
European Union	HSS	37,42,4 3,45	12/02/ 2002	00257349 1	16/07/200 3	00257 3491	Registered.	12 Feb 2022	HSS Hire Service Group Limited

Country	Mark	Classes	Application Date	Application No.	Registration Date	Registration No.	Status	Renewal Date	Owner
European Union		35,37,41	15/04/2013	011739612	07/10/2013	011739612	Registered.	15 Apr 2023	HSS Hire Service Group Limited
European Union	HSS SMART EQUIPMENT	37,40,42	28/11/2013	012356192	24/04/2014	012356192	Registered.	28 Nov 2023	HSS Hire Service Group Limited
European Union	APEX	07,37,40	30/04/2014	012836318	23/09/2014	012836318	Registered.	30 Apr 2024	HSS Hire Service Group Limited
European Union	HSS	03,07,11,35,37,39,40,41,42,43,44,45	17/10/2014	013371182	21/04/2015	013371182	Registered.	17 Oct 2024	HSS Hire Group Limited
European Union		03,07,11,35,37,39,40,41,42,43,44,45	17/10/2014	013371646	21/04/2015	013371646	Registered.	17 Oct 2024	HSS Hire Group Limited
European Union	UK PLATFORMS	35,37,41	17/10/2014	013370879	10/03/2015	013370879	Registered.	17 Oct 2024	HSS Hire Group Limited
European Union		35,37,39,40,42	19/11/2014	013475983	25/05/2015	013475983	Registered.	19 Nov 2024	HSS Hire Service Group Limited
European Union		35,37,39,40,42	19/11/2014	013476056	25/05/2015	013476056	Registered.	19 Nov 2024	HSS Hire Service Group Limited
European Union		37,42	29/09/2005	004661658	05/06/2010	004661658	Registered.	29 Sep 2025	HSS Hire Service Group Limited
European Union		37	01/04/1996	000196329	18/05/1998	000196329	Registered.	01 Apr 2026	HSS Hire Service Group Limited

Country	Mark	Classes	Application Date	Application No.	Registration Date	Registration No.	Status	Renewal Date	Owner
European Union		37	01/04/1996	000196329	18/05/1998	000196329	Registered.	01 Apr 2026	HSS Hire Service Group Limited
Ireland		37,42	03/10/2005	2005/02038	03/10/2005	232749	Registered.	02 Oct 2025	HSS Hire Service Group Limited
Italy		37	13/05/1987	40624-C/87	27/11/1987	486103	Registered.	13 May 2017	HSS Hire Group Limited
Italy		37	29/11/1990	50434-C/90	24/08/1993	603480	Registered.	29 Nov 2020	HSS Hire Group Limited
United Kingdom		42	07/11/1986	1292315	13/07/1990	1292315	Registered.	07 Nov 2017	HSS Hire Service Group Limited
United Kingdom	HSS HOME	37,44	24/08/2009	2524477	12/02/2010	2524477	Registered.	24 Aug 2019	HSS Hire Service Group Limited
United Kingdom		37,44	24/08/2009	2524478	12/02/2010	2524478	Registered.	24 Aug 2019	HSS Hire Service Group Limited
United Kingdom	HSS LIVEHIRE	35,37	24/08/2009	2524479	22/01/2010	2524479	Registered.	24 Aug 2019	HSS Hire Service Group Limited
United Kingdom	HSS ONECALL/HSS OneCall (Series of Two)	35,37	24/08/2009	2524480	15/01/2010	2524480	Registered.	24 Aug 2019	HSS Hire Service Group Limited
United Kingdom	HSS ASSURED/HSS Assured (Series of Two)	35,37	24/08/2009	2524481	15/01/2010	2524481	Registered.	24 Aug 2019	HSS Hire Service Group Limited

Country	Mark	Classes	Application Date	Application No.	Registration Date	Registration No.	Status	Renewal Date	Owner
United Kingdom	HSS TRAINING HSS Training (Series of Two)	35,37,41	24/08/2009	2524482	15/01/2010	2524482	Registered.	24 Aug 2019	HSS Hire Service Group Limited
United Kingdom		35,37	24/08/2009	2524483	15/01/2010	2524483	Registered.	24 Aug 2019	HSS Hire Service Group Limited
United Kingdom		35,37	24/08/2009	2524484	19/03/2010	2524484	Registered.	24 Aug 2019	HSS Hire Service Group Limited
United Kingdom		37,42	16/03/1994	1565838	12/05/1995	1565838	Registered.	16 Mar 2021	HSS Hire Service Group Limited
United Kingdom	ABIRD	07,11,37,40,43	15/11/2012	2642419	03/05/2013	2642419	Registered.	15 Nov 2022	HSS Hire Service Group Limited
United Kingdom	 ABIRD	07,11,37,40,43	15/11/2012	2642423	03/05/2013	2642423	Registered.	15 Nov 2022	HSS Hire Service Group Limited
United Kingdom	UK PLATFORMS	37,41	15/07/2013	3014007	11/10/2013	3014007	Registered.	15 Jul 2023	HSS Hire Service Group Limited
United Kingdom		11,37,40	21/07/2015	3118761	08/01/2016	3118761	Registered.	21 Jul 2025	HSS Hire Service Group Limited
United Kingdom		37,42	30/09/2005	2402909	17/03/2006	2402909	Registered.	30 Sep 2025	HSS Hire Service Group Limited

SIGNATORIES TO DEBENTURE

PLC

EXECUTED as a DEED by
HSS HIRE GROUP PLC
acting by

)
)
)

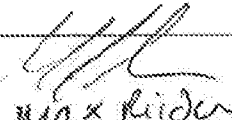


Witness

Name:

Address:

Occupation:


max Rijden
Solicitor

Notice Details

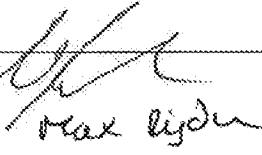
Address: Oakland House Talbot Road
Old Trafford, Manchester, M16 0PQ
Telephone:
Facsimile:
Email address:

Simpson Thacher & Bartlett LLP
CityPoint, 1 Ropemaker Street
London, EC2Y 9HU.

Topco

EXECUTED as a DEED by
HAMPSHIRE BIDCO LIMITED
acting by

)
)
) 

Witness
Name: 
Address:
Occupation: *solicitor*

Notice Details

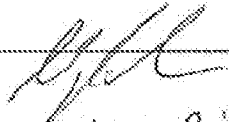
Address: Oakland House Talbot Road
Telephone: Old Trafford, Manchester, M16 0PQ
Facsimile:
Email address:

Simpson Thacher & Bartlett LLP
CityPoint, 1 Ropemaker Street
London, EC2Y 9HU.

The Chargors

**EXECUTED as a DEED by
HERO ACQUISITIONS LIMITED
acting by**

)
) 
)

Witness 
Name: Max Rison
Address:
Occupation: solicitor

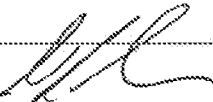
Notice Details

Address: Oakland House Talbot Road
Telephone: Old Trafford, Manchester, M16 0PQ
Facsimile:
Email address:

Simpson Thacher & Bartlett LLP
CityPoint, 1 Ropemaker Street
London, EC2Y 9HU.

EXECUTED as a DEED by
HSS FINANCING PLC
acting by

)
)
) 

Witness 
Name: Max Ridge
Address:
Occupation: Solicitor

Notice Details

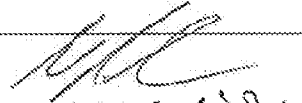
Address: Oakland House Talbot Road
Telephone: Old Trafford, Manchester, M16 0PQ
Facsimile:
Email address:

Simpson Thacher & Bartlett LLP
CityPoint, 1 Ropemaker Street
London, EC2Y 9HU.

EXECUTED as a DEED by
HSS HIRE SERVICE HOLDINGS
LIMITED
acting by

)
)
) 
)

Witness
Name:
Address:
Occupation:



max ridge
Solicitor

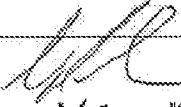
Notice Details

Address: Oakland House Talbot Road
Old Trafford, Manchester, M16 0PQ
Telephone:
Facsimile:
Email address:

Simpson Thacher & Bartlett LLP
CityPoint, 1 Ropemaker Street
London, EC2Y 9HU.

EXECUTED as a DEED by
HSS HIRE SERVICE FINANCE
LIMITED
acting by

)
)
)
)


Witness
Name: 
Max Kijder
Address:
Occupation: *societe*

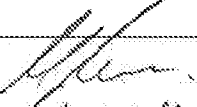
Notice Details

Address: Oakland House Talbot Road
Old Trafford, Manchester, M16 0PQ
Telephone:
Facsimile:
Email address:

Simpson Thacher & Bartlett LLP
CityPoint, 1 Ropemaker Street
London, EC2Y 9HU.

EXECUTED as a DEED by
HSS HIRE SERVICE GROUP
LIMITED
acting by

)
)
)
)
)


Witness 
Name: *Neil Hayden*
Address:
Occupation: *solicitor*

Notice Details

Address: Oakland House Talbot Road
Telephone: Old Trafford, Manchester, M16 0PQ
Facsimile:
Email address:

Simpson Thacher & Bartlett LLP
CityPoint, 1 Ropemaker Street
London, EC2Y 9HU.

EXECUTED as a DEED by
UK PLATFORMS LIMITED
acting by

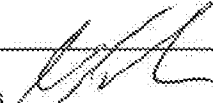
)
)
) 

Witness

Name:

Address:

Occupation:



Mrs Kijon
Solicitor

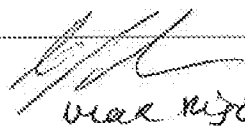
Notice Details

Address: Oakland House Talbot Road
Telephone: Old Trafford, Manchester, M16 0PQ
Facsimile:
Email address:

Simpson Thacher & Bartlett LLP
CityPoint, 1 Ropemaker Street
London, EC2Y 9HU.

EXECUTED as a DEED by
ABIRD SUPERIOR LIMITED
acting by

)
)
) 

Witness 
Name: *Mark Wilson*
Address:
Occupation: *Solicitor*

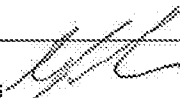
Notice Details

Address: Oakland House Talbot Road
Old Trafford, Manchester, M16 0PQ
Telephone:
Facsimile:
Email address:

Simpson Thacher & Bartlett LLP
CityPoint, 1 Ropemaker Street
London, EC2Y 9HU.

EXECUTED as a DEED by
ABIRD LIMITED
acting by

)
)
) 

Witness 
Name: Max Ryden
Address:
Occupation: Solicitor

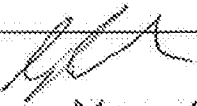
Notice Details

Address: Oakland House Talbot Road
Telephone: Old Trafford, Manchester, M16 0PQ
Facsimile:
Email address:

Simpson Thacher & Bartlett LLP
CityPoint, 1 Ropemaker Street
London, EC2Y 9HU.

EXECUTED as a DEED by
ALL SEASONS HIRE LIMITED
acting by

)
)
) 

Witness 
Name: Max Wigden
Address:
Occupation: Solicitor

Notice Details

Address: Oakland House Talbot Road
Old Trafford, Manchester, M16 0PQ
Telephone:
Facsimile:
Email address:

Simpson Thacher & Bartlett LLP
CityPoint, 1 Ropemaker Street
London, EC2Y 9HU.

EXECUTED as a DEED by
HSS TRAINING LIMITED
acting by

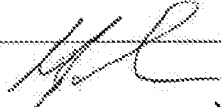


Witness

Name:

Address:

Occupation:


Max Riddon
Solicitor

Notice Details

Address: Oakland House Talbot Road
Old Trafford, Manchester, M16 0PQ

Telephone:

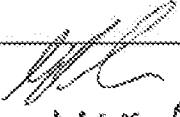
Facsimile:

Email address:

Simpson Thacher & Bartlett LLP
CityPoint, 1 Ropemaker Street
London, EC2Y 9HU.

EXECUTED as a DEED by
HSS HIRE TRADING LIMITED
acting by

)
)
) 

Witness 
Name: Max Ryden
Address:
Occupation: solicitor

Notice Details

Address: Oakland House Talbot Road
Old Trafford, Manchester, M16 0PQ
Telephone:
Facsimile:
Email address:

Simpson Thacher & Bartlett LLP
CityPoint, 1 Ropemaker Street
London, EC2Y 9HU.

EXECUTED as a DEED by
HSS HIRE LIMITED
acting by

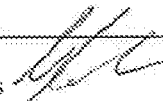
)
)
) 

Witness

Name:

Address:

Occupation:


Max Ryan
Director

Notice Details

Address: Oakland House Talbot Road
Old Trafford, Manchester, M16 0PQ
Telephone:

Facsimile:

Email address:

Simpson Thacher & Bartlett LLP
CityPoint, 1 Ropemaker Street
London, EC2Y 9HU.

EXECUTED as a DEED by
IST COLLECTION SERVICES LIMITED)
acting by)

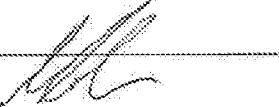


Witness

Name:

Address:

Occupation:


Max Kijon
Solicitor

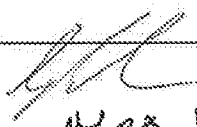
Notice Details

Address: Oakland House Talbot Road
Old Trafford, Manchester, M16 0PQ
Telephone:
Facsimile:
Email address:

Simpson Thacher & Bartlett LLP
CityPoint, 1 Ropemaker Street
London, EC2Y 9HU.

EXECUTED as a DEED by
A1 HIRE AND SALES LIMITED
acting by

)
)
) 

Witness 
Name: Max Ryan
Address:
Occupation: Solicitor

Notice Details

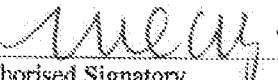
Address: Oakland House Talbot Road
Old Trafford, Manchester, M16 0PQ
Telephone:
Facsimile:
Email address:

Simpson Thacher & Bartlett LLP
CityPoint, 1 Ropemaker Street
London, EC2Y 9HU.

The Security Agent

EXECUTED by
GLAS TRUST CORPORATION
LIMITED
acting by:

)
)
)
)


ss Authorised Signatory

John Sealy
Transaction Manager

Notice Details

Address: 45 Ludgate Hill, London EC4M 7JU, United Kingdom

Telephone: +44 (0)20 3597 2940

Facsimile: +44 (0)20 3070 0113

Email address: tmg@glas.agency

Attention: Transaction Management Group / Project V