



Registration of a Charge

Company Name: **SHAWBROOK BANK LIMITED**

Company Number: **00388466**



XB7ZYX60

Received for filing in Electronic Format on the: **11/07/2022**

Details of Charge

Date of creation: **30/06/2022**

Charge code: **0038 8466 0003**

Persons entitled: **EALBROOK MORTGAGE FUNDING 2022-1 PLC**

Brief description:

Contains fixed charge(s).

Authentication of Form

This form was authorised by: **a person with an interest in the registration of the charge.**

Authentication of Instrument

Certification statement: **I CERTIFY THAT SAVE FOR MATERIAL REDACTED PURSUANT TO S. 859G OF THE COMPANIES ACT 2006 THE ELECTRONIC COPY INSTRUMENT DELIVERED AS PART OF THIS APPLICATION FOR REGISTRATION IS A CORRECT COPY OF THE ORIGINAL INSTRUMENT.**

Certified by: **CMS CAMERON MCKENNA NABARRO OLSWANG LLP**



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 388466

Charge code: 0038 8466 0003

The Registrar of Companies for England and Wales hereby certifies that a charge dated 30th June 2022 and created by SHAWBROOK BANK LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 11th July 2022 .

Given at Companies House, Cardiff on 13th July 2022

The above information was communicated by electronic means and authenticated by the Registrar of Companies under section 1115 of the Companies Act 2006



Companies House



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

SCOTTISH TRUST TRANSFER

ASSIGNATION

BY

SHAWBROOK BANK LIMITED, a private limited company incorporated under the laws of England and Wales with company registration No. 00388466 and having its registered office at Lutea House, The Drive, Warley Hill Business Park, Great Warley, Brentwood, Essex, CM13 3BE, United Kingdom (the "**Shawbrook**")

IN FAVOUR OF

EALBROOK MORTGAGE FUNDING 2022-1 PLC (No. 13999845), a public limited company incorporated under the laws of England and Wales, with its registered office at 1 Bartholomew Lane, London, EC2N 2AX, United Kingdom (the "**Issuer**")

WITH INTIMATION TO AND ACKNOWLEDGEMENT BY

BLUESTONE MORTGAGES LIMITED a company incorporated in England whose registered number is 02305213, and whose registered office is at 3rd Floor, 22 Chancery Lane, London, United Kingdom, WC2A 1LS (the "**Legal Title Holder**")

WHEREAS:

- (A) Legal Title to the Scottish Trust Property aforementioned is currently held by and vested in the Legal Title Holder.
- (A) Pursuant to certain Scottish declarations of trust entered into between the Legal Title Holder and Shawbrook and having an effective date prior to the effective date hereof in respect of the Scottish Loans set out in Appendix 1 hereto (the "**Scottish Declaration of Trust**"), certain Scottish Loans and their related Scottish Mortgages and other Related Security as more fully specified and defined therein (the "**Scottish Trust Property**") are held in trust by the Legal Title Holder for Shawbrook.
- (B) In terms of a mortgage sale agreement dated on or around the effective date hereof and entered into between, amongst others, the Legal Title Holder, Shawbrook and the Issuer (the "**Mortgage Sale Agreement**"), Shawbrook has agreed to sell and transfer inter alia the Scottish Trust Property to the Issuer.
- (C) In implement of the aforementioned sale and transfer, and of the obligations under clause **Error! Reference source not found.** (*Sale and Purchase*) of the Mortgage Sale Agreement, the parties have agreed to enter into this deed.

NOW THEREFORE IT IS AGREED as follows:

1. Unless otherwise defined in this Scottish Trust Transfer or the context otherwise requires, words and expressions in this Scottish Trust Transfer shall have the meanings and constructions ascribed to them in schedule 1 (*Master Definitions and Construction Schedule*) to the Incorporated Terms Memorandum dated on or about the date of this Deed and signed for the purpose of identification by the parties to this Deed and others (as the same may be amended, varied and/or supplemented from time to time with the

consent of the parties to this Deed, the "Incorporated Terms Memorandum"). This Deed shall be construed in accordance with the principles of construction and interpretation set out in such Incorporated Terms Memorandum.

2. Shawbrook as holder of the beneficial interest therein and with absolute warrandice HEREBY ASSIGNS to and in favour of the Issuer its whole right, title, interest and benefit, present and future, in and to the Scottish Trust Property and in and to each Scottish Declaration of Trust, surrogating and substituting the Issuer in its full right and place therein and thereto.
3. Shawbrook and the Issuer intimate to the Legal Title Holder the assignment made pursuant to Clause 2 hereof and the Legal Title Holder by its execution hereof acknowledges this intimation.
4. In the event of a repurchase pursuant Clause 10 (*Actions following Breach of Warranty*) or Clause 12 (*Repurchase of Loans*) of the Mortgage Sale Agreement, the parties agree (to the extent required) to enter into an assignment substantially on the same terms as this Scottish Trust Transfer by the Issuer in favour of Shawbrook of the Issuer's beneficial title in respect of such part or parts of the Scottish Trust Property as are repurchased by Shawbrook from the Issuer.
5. This Scottish Trust Transfer shall be governed by and construed in accordance with Scots law.
6. This Scottish Trust Transfer may be executed in any number of counterparts and by each of the parties on separate counterparts. Where executed in counterpart:
 - (a) this Scottish Trust Transfer will not take effect until each of the counterparts has been delivered;
 - (b) each counterpart will be held as undelivered until the parties agree a date on which the counterparts are to be treated as and each Scottish Declaration of Trust has been delivered; and

- (c) the date of delivery may be inserted in the testing clause in the space provided for the effective date of this Scottish Trust Transfer.

IN WITNESS WHEREOF these presents typewritten on this and the preceding two pages are executed in counterpart by the parties as undernoted, with an effective date of 30 June and with the counterparts executed by Shawbrook, the Issuer and the Legal Title Holder being treated as delivered on such date and in such order as follows:

SUBSCRIBED for and behalf of

SHAWBROOK BANK
LIMITED

acting by an authorised attorney

)

)

)

)

Authorised Attorney

In the presence of:

Witness Signature:

Name:

NEAL DESAI

Occupation:

HEAD OF FPA

Address:

SUBSCRIBED for and on behalf of)
BLUESTONE MORTGAGES)
LIMITED)
acting by a director)
Director



In the presence of:



Witness Signature:

Name:

STEVE SGAR

Occupation:

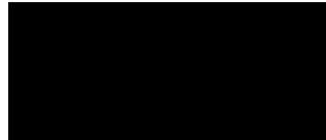
CEO

Address:



SUBSCRIBED for and on behalf
of EALBROOK MORTGAGE
FUNDING 2022-1 PLC
acting by its director

)
)
)
)



per pro Intertrust Directors 1 Limited

In the presence of:



Witness Signature:

Name:

George Eliades

Occupation:

Assistant Manager

Address:



APPENDIX 1 TO SCOTTISH TRUST TRANSFER

List of Scottish Loans set out herein.

AR3	AR128	AR129
2007176	Scotland	PH33
2007217	Scotland	KA18
2007220	Scotland	G69
2007226	Scotland	EH17
2007326	Scotland	EH26
2007550	Scotland	KY4
2007657	Scotland	KY2
2007940	Scotland	ML6
2008181	Scotland	DD7
2008507	Scotland	G52
2008603	Scotland	EH54
2008609	Scotland	AB41
2008623	Scotland	FK10
2009022	Scotland	ML5
2009180	Scotland	EH4
2009929	Scotland	ML1
2010164	Scotland	G40
2010337	Scotland	G75
2010936	Scotland	KY8
2010957	Scotland	AB42
2010974	Scotland	IV36
2011000	Scotland	G69
2011049	Scotland	IV20

2011082	Scotland	G69
2011091	Scotland	ML2
2011170	Scotland	PH33
2011175	Scotland	DD2
2011198	Scotland	TD3
2011235	Scotland	G52
2011272	Scotland	G78
2011282	Scotland	FK1
2011316	Scotland	ML5
2011355	Scotland	PA4
2011364	Scotland	G72
2011420	Scotland	KY12
2011437	Scotland	PA3
2011549	Scotland	PH3
2011593	Scotland	EH22
2011644	Scotland	ML1
2011676	Scotland	IV31
2011682	Scotland	EH45
2011745	Scotland	IV2
2011766	Scotland	G72
2011772	Scotland	AB31
2011780	Scotland	DG1
2011836	Scotland	PA19
2011838	Scotland	EH5
2011856	Scotland	ML1
2011868	Scotland	G74

2011891	Scotland	DD3
2011897	Scotland	G64
2011919	Scotland	G72
2011921	Scotland	KY6
2011949	Scotland	G72
2011979	Scotland	G64
2012016	Scotland	DG7
2012030	Scotland	G44
2012044	Scotland	PA19
2012055	Scotland	FK2
2012077	Scotland	ML5
2012099	Scotland	G52
2012100	Scotland	EH30
2012129	Scotland	G43
2012145	Scotland	KA30
2012159	Scotland	DG4
2012170	Scotland	G75
2012173	Scotland	FK4
2012175	Scotland	G66
2012195	Scotland	PH34
2012223	Scotland	KA1
2012224	Scotland	KA1
2012234	Scotland	AB44
2012235	Scotland	EH5
2012267	Scotland	G77
2012281	Scotland	EH4

2012283	Scotland	ML3
2012290	Scotland	FK6
2012308	Scotland	EH51
2012329	Scotland	PH1
2012334	Scotland	EH52
2012370	Scotland	EH54
2012406	Scotland	PA2
2012423	Scotland	EH6
2012426	Scotland	ML6
2012459	Scotland	G33
2012482	Scotland	EH48
2012502	Scotland	DD11
2012517	Scotland	PA4
2012521	Scotland	ML1
2012541	Scotland	EH4
2012544	Scotland	KA23
2012545	Scotland	KY8
2012550	Scotland	G31
2012591	Scotland	PH10
2012592	Scotland	KA4
2012634	Scotland	FK6
2012654	Scotland	KY8
2012663	Scotland	G66
2012747	Scotland	KA11
2012753	Scotland	PA2
2012755	Scotland	PA14

2012776	Scotland	EH32
2012875	Scotland	G74
2012949	Scotland	G53
2012984	Scotland	ML6
2013006	Scotland	DD4
2013071	Scotland	EH19
2013088	Scotland	G74
2013117	Scotland	ML3
2013134	Scotland	AB51
2013180	Scotland	EH48
2013187	Scotland	ML10
2013204	Scotland	KA2
2013208	Scotland	EH22
2013217	Scotland	DD8
2013226	Scotland	ML9
2013245	Scotland	EH7
2013269	Scotland	DD3
2013290	Scotland	G40
2013310	Scotland	KY1
2013325	Scotland	DD3
2013372	Scotland	EH54
2013425	Scotland	PA8
2013428	Scotland	KY6
2013430	Scotland	DD10
2013431	Scotland	EH47
2013433	Scotland	AB15

2013442	Scotland	DG2
2013455	Scotland	DG1
2013457	Scotland	AB53
2013473	Scotland	KY6
2013482	Scotland	G83
2013513	Scotland	EH3
2013514	Scotland	AB21
2013534	Scotland	G69
2013604	Scotland	AB44
2013642	Scotland	ML1
2013695	Scotland	ML1
2013699	Scotland	KA7
2013714	Scotland	ML11
2013735	Scotland	TD9
2013799	Scotland	FK10
2013800	Scotland	ML1
2013850	Scotland	TD14
2013861	Scotland	ML5
2013866	Scotland	EH12
2013881	Scotland	ML1
2013899	Scotland	EH39
2013913	Scotland	EH11
2013938	Scotland	ML11
2013943	Scotland	AB15
2013946	Scotland	PA19
2013952	Scotland	DG1

2013969	Scotland	KY11
2013980	Scotland	G74
2013986	Scotland	DD3
2013987	Scotland	KY11
2014019	Scotland	EH7
2014034	Scotland	G42
2014041	Scotland	G68
2014053	Scotland	EH8
2014079	Scotland	PA19
2014094	Scotland	AB42
2014111	Scotland	DG8
2014115	Scotland	DG11
2014150	Scotland	KA21
2014180	Scotland	AB12
2014184	Scotland	DG9
2014233	Scotland	G66
2014264	Scotland	KA13
2014275	Scotland	G64
2014285	Scotland	DD8
2014296	Scotland	PA2
2014303	Scotland	KA20
2014313	Scotland	KY7
2014340	Scotland	DG8
2014342	Scotland	AB51
2014343	Scotland	DD4
2014352	Scotland	AB54

2014355	Scotland	G69
2014360	Scotland	G46
2014392	Scotland	PH20
2014395	Scotland	EH4
2014461	Scotland	PA5
2014465	Scotland	EH26
2014471	Scotland	G75
2014484	Scotland	TD4
2014515	Scotland	G44
2014524	Scotland	AB30
2014532	Scotland	KA4
2014537	Scotland	PA16
2014540	Scotland	IV5
2014555	Scotland	ML9
2014556	Scotland	EH54
2014571	Scotland	ML3
2014598	Scotland	FK5
2014607	Scotland	G67
2014656	Scotland	PA3
2014658	Scotland	G71
2014662	Scotland	PA10
2014681	Scotland	PA2
2014695	Scotland	ML4
2014698	Scotland	EH47
2014701	Scotland	EH26
2014715	Scotland	EH52

2014720	Scotland	EH32
2014730	Scotland	G72
2014742	Scotland	AB10
2014752	Scotland	ML6
2014757	Scotland	ML2
2014760	Scotland	KY2
2014768	Scotland	PH1
2014771	Scotland	PA16
2014773	Scotland	EH54
2014838	Scotland	ML4
2014842	Scotland	G83
2014848	Scotland	G81
2014857	Scotland	PA2
2014885	Scotland	G72
2014924	Scotland	KA22
2014946	Scotland	AB54
2014982	Scotland	G74
2014987	Scotland	ML8