



Registration of a Charge

Company Name: **CAMBIAN HERITAGE II LIMITED**

Company Number: **03898254**



Received for filing in Electronic Format on the: **24/03/2023**

XBZY7LY0

Details of Charge

Date of creation: **23/03/2023**

Charge code: **0389 8254 0026**

Persons entitled: **GLAS TRUST CORPORATION LIMITED AS SECURITY TRUSTEE FOR ITSELF AND THE OTHER SECURED PARTIES**

Brief description: **ALL CURRENT AND FUTURE LAND (EXCEPT FOR ANY RESTRICTED LAND) AND INTELLECTUAL PROPERTY (EXCEPT FOR ANY RESTRICTED IP) OWNED BY THE COMPANY, IN EACH CASE AS SPECIFIED (AND DEFINED) IN THE SUPPLEMENTAL MORTGAGE AND CHARGE REGISTERED BY THIS FORM MR01 (THE "DEED") AND INCLUDING, THE LEASEHOLD PROPERTY BEING COMPRISED IN A LEASE DATED 17 MARCH 2023 MADE BETWEEN (1) JUST RETIREMENT LIMITED AND (2) CAMBIAN HERITAGE II LIMITED AND (3) CARETECH HOLDINGS LIMITED GRANTED OUT OF THE FREEHOLD PROPERTY BEING GRINDON, CHAPEL HILL, UFFCULME, CULLOMPTON (EX15 3AQ) REGISTERED AT HM LAND REGISTRY WITH TITLE NUMBER DN436598. FOR MORE DETAILS, PLEASE REFER TO THE DEED.**

Contains fixed charge(s).

Contains floating charge(s) (floating charge covers all the property or undertaking of the company).

Contains negative pledge.

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: **PROSKAUER ROSE (UK) LLP**



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 3898254

Charge code: 0389 8254 0026

The Registrar of Companies for England and Wales hereby certifies that a charge dated 23rd March 2023 and created by CAMBIAN HERITAGE II LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 24th March 2023 .

Given at Companies House, Cardiff on 27th March 2023

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**

EXECUTION VERSION

THIS MORTGAGE is dated 23 March 2023 and is made between:

- (1) **AMALFI CLEANCO LIMITED** (registered in England and Wales with registered number 14185950 and with its registered address at 5th Floor Metropolitan House, 3 Darkes Lane, Potters Bar, Hertfordshire, EN6 1AG) for itself and for the Chargors (the “**Senior Parent**”);
- (2) **THE PARTIES** listed in Schedule 1 (*the Mortgagors*) (the “**Mortgagors**”); and
- (3) **GLAS Trust Corporation Limited** as security trustee for itself and the other Secured Parties (the “**Security Agent**”).

WHEREAS

- (A) This Mortgage is supplemental to a debenture dated 21 December 2022 between, among others, the Senior Parent and the Security Agent (the “**Debenture**”).
- (B) The Mortgagors intend to grant legal mortgages in respect of the Material Real Property listed in Schedule 2 (*Material Property*) (“**Material Property**”) of this Mortgage.

IT IS AGREED as follows:

1. DEFINITIONS AND INTERPRETATION**1.1 Definitions**

Save to the extent otherwise defined in this Mortgage, terms defined in the Debenture have the same meaning when used in this Mortgage.

1.2 Interpretation

Clauses 1.2 (*Terms defined in other Finance Documents*), 1.3 (*Construction*), 1.4 (*Debenture/Senior Group Debenture*), 1.5 (*Senior Intercreditor Agreement and Subordination Agreement*), 1.6 (*Disposition of property*), 1.7 (*Clawback*), 1.8 (*Third Party Rights*), 1.9 (*Deed*) and 1.10 (*Senior Parent*) of the Debenture are incorporated in this Mortgage as if they were set out in full in this Mortgage, but so that references in those clauses to “this Debenture” shall be construed as reference to this Mortgage.

1.3 Incorporation of provisions

Clauses 14 (*When Security becomes enforceable*) to 26 (*Notices*) of the Debenture are incorporated into this Mortgage as if expressly set out herein, *mutatis mutandis*.

2. COVENANT TO PAY

The Mortgagor covenants with the Security Agent, as security trustee for the Secured Parties, to pay, discharge and satisfy the Secured Obligations when they become due for payment and discharge in accordance with their respective terms.

3. FIXED SECURITY

3.1 General

All Security created by the Mortgagor under this Clause 3 is:

- (a) granted in favour of the Security Agent as Security Agent for the Secured Parties;
- (b) continuing security for the payment, discharge and performance of the Secured Obligations (regardless of any intermediate payment);
- (c) granted with full title guarantee in accordance with the Law of Property (Miscellaneous Provisions) Act 1994 (but subject to any Permitted Security); and
- (d) granted in respect of all the right, title and interest (if any), present and future, of the Mortgagor in and to the relevant Charged Asset; and
- (a) prior to the Senior Discharge Date, shall rank behind the Security created under the Senior Group Debenture in accordance with the Senior Intercreditor Agreement.

3.2 Legal mortgage

The Mortgagor charges by way of legal mortgage the Material Real Property (specified in Schedule 2 (*Material Real Property*) to this Mortgage).

4. CONSENT OF EXISTING CHARGING COMPANIES

The Senior Parent agrees (for itself and each Chargor) to the terms of this Mortgage and agrees that its execution will in no way prejudice or affect any Security granted by any Chargor by or under the Debenture (or any other Security Accession Deed any other Mortgage or Mortgage).

5. COUNTERPARTS

This Mortgage may be executed in any number of counterparts and this has the same effect as if the signatures on the counterparts were on a single copy of this Mortgage.

6. GOVERNING LAW AND JURISDICTION

Clause 28 (*Governing law and jurisdiction*) of the Debenture shall be incorporated in this Mortgage as if set out here in full but so that references to the Debenture shall be construed as references to this Mortgage.

THIS MORTGAGE has been executed as, and is intended to take effect as, a deed by the Senior Parent and the Mortgagor and is delivered and has been signed by the Security Agent on the date written on the first page of this Deed.

SCHEDULE 1**Mortgagors**

Name	Registered No.	Jurisdiction
Cambian Childcare Properties Limited	05274924	England & Wales
Cambian Heritage II Limited	03898254	England & Wales
Cambian SignPost Limited	06253729	England & Wales
CareTech Community Services Limited	02804415	England & Wales
Interact Care Limited	04822716	England & Wales

SCHEDULE 2**Material Real Property**

Mortgagor	Address/description of land
Cambian Childcare Properties Limited	The leasehold property being comprised in a lease dated 17 March 2023 made between (1) Just Retirement Limited and (2) Cambian Childcare Properties Limited and (3) CareTech Holdings Limited granted out of the freehold property being Rowton Bank Cottage, Rowton, Halfway House, Shrewsbury (SY5 9EN) registered at HM Land Registry with title number SL107038
Cambian Childcare Properties Limited	The leasehold property being comprised in a lease dated 17 March 2023 made between (1) Just Retirement Limited and (2) Cambian Childcare Properties Limited and (3) CareTech Holdings Limited granted out of the freehold property being Bradford Mills, Bradford on Tone, Taunton (TA4 1EP) registered at HM Land Registry with title number ST315769
Cambian Childcare Properties Limited	The leasehold property being comprised in a lease dated 17 March 2023 made between (1) Just Retirement Limited and (2) Cambian Childcare Properties Limited and (3) CareTech Holdings Limited granted out of the freehold property being 21 Potton Road, Everton, Sandy (SG19 2LD) registered at HM Land Registry with title number BD117333
Cambian Childcare Properties Limited	The leasehold property being comprised in a lease dated 17 March 2023 made between (1) Just Retirement Limited and (2) Cambian Childcare Properties Limited and (3) CareTech Holdings Limited granted out of the freehold properties being The Old Barn, Dalton Lane, Halsham (HU12 0DG) registered at HM Land Registry with title number YEA41287, Holly Tree House, Dalton Lane, Halsham, Kington upon Hull (HU12 0DG) registered at HM Land Registry with title number YEA39433 and land on the east side of Dalton Lane, Halsham (HU12 0DG) registered at HM Land Registry with title number YEA37198
Cambian Childcare Properties Limited	The leasehold property being comprised in a lease dated 17 March 2023 made between (1) Just Retirement Limited and (2) Cambian Childcare Properties Limited and (3) CareTech Holdings Limited granted out of the freehold property being 49 Hoxton Road, Torquay (TQ1 1NY) registered at HM Land Registry with title number DN76517
Cambian Childcare Properties Limited	The leasehold property being comprised in a lease dated 17 March 2023 made between (1) Just Retirement Limited and (2) Cambian Childcare Properties Limited and (3) CareTech Holdings Limited granted out of the freehold property being Lewin, Shepherd Lane, Thurnscoe, Rotherham (S63 0JS) registered at HM Land Registry with title number SYK135077

Mortgagor	Address/description of land
Cambian Childcare Properties Limited	The leasehold property being comprised in a lease dated 17 March 2023 made between (1) Just Retirement Limited and (2) Cambian Childcare Properties Limited and (3) CareTech Holdings Limited granted out of the freehold property being 29 Main Street, Farcet, Peterborough (PE7 3AN) registered at HM Land Registry with title number CB244740
Cambian Childcare Properties Limited	The leasehold property being comprised in a lease dated 17 March 2023 made between (1) Just Retirement Limited and (2) Cambian Childcare Properties Limited and (3) CareTech Holdings Limited granted out of the freehold property being 271 Clifton Drive South, Lytham St Annes (FY8 1HW) registered at HM Land Registry with title number LA670009
Cambian Childcare Properties Limited	The leasehold property being comprised in a lease dated 17 March 2023 made between (1) Just Retirement Limited and (2) Cambian Childcare Properties Limited and (3) CareTech Holdings Limited granted out of the freehold property being Mill House, The Street, Takeley, Bishop's Stortford (CM22 6QR) registered at HM Land Registry with title number EX754495
Cambian Childcare Properties Limited	The leasehold property being comprised in a lease dated 17 March 2023 made between (1) Just Retirement Limited and (2) Cambian Childcare Properties Limited and (3) CareTech Holdings Limited granted out of the freehold property being Parkwood, Horse Close Lane, Trimdon Colliery, Trimdon Station (TS29 6LS) registered at HM Land Registry with title number DU85049
Cambian Childcare Properties Limited	The leasehold property being comprised in a lease dated 17 March 2023 made between (1) Just Retirement Limited and (2) Cambian Childcare Properties Limited and (3) CareTech Holdings Limited granted out of the freehold property being Ponderosa, Moss Road, Moss, Doncaster (DN6 0HN) registered at HM Land Registry with title number SYK528202
Cambian Childcare Properties Limited	The leasehold property being comprised in a lease dated 17 March 2023 made between (1) Just Retirement Limited and (2) Cambian Childcare Properties Limited and (3) CareTech Holdings Limited granted out of the freehold property being 10 Southbourne Avenue, Birmingham (B34 6AJ) registered at HM Land Registry with title number WM116933
Cambian Childcare Properties Limited	The leasehold property being comprised in a lease dated 17 March 2023 made between (1) Just Retirement Limited and (2) Cambian Childcare Properties Limited and (3) CareTech Holdings Limited granted out of the freehold property being 99a Chapnall Road, Wisbech (PE13 3TU) registered at HM Land Registry with title number NK155817

Mortgagor	Address/description of land
Cambian Heritage II Limited	The leasehold property being comprised in a lease dated 17 March 2023 made between (1) Just Retirement Limited and (2) Cambian Heritage II Limited and (3) CareTech Holdings Limited granted out of the freehold property being Grindon, Chapel Hill, Uffculme, Cullompton (EX15 3AQ) registered at HM Land Registry with title number DN436598
Cambian Signpost Limited	The leasehold property being comprised in a lease dated 17 March 2023 made between (1) Just Retirement Limited and (2) Cambian Signpost Limited and (3) CareTech Holdings Limited granted out of the freehold property being Clearbury, Burlescombe, Tiverton (EX16 7JU) registered at HM Land Registry with title number DN257668
CareTech Community Services Limited	The leasehold property being comprised in a lease dated 17 March 2023 made between (1) Just Retirement Limited and (2) CareTech Community Services Limited and (3) CareTech Holdings Limited granted out of the freehold properties being Pant Glas Ucha, Bontuchel, Ruthin (LL15 2BP) registered at HM Land Registry with title number CYM268449 and land and buildings at Pant Glas Uchaf, Bontuchel, Ruthin (LL15 2BP) registered at HM Land Registry with title number WA980293
CareTech Community Services Limited	The leasehold property being comprised in a lease dated 17 March 2023 made between (1) Just Retirement Limited and (2) CareTech Community Services Limited and (3) CareTech Holdings Limited granted out of the freehold property being Hazel Court, Llanwern, Newport, (NP18 2DS) registered at HM Land Registry with title number CYM90086
CareTech Community Services Limited	The leasehold property being comprised in a lease dated 17 March 2023 made between (1) Just Retirement Limited and (2) CareTech Community Services Limited and (3) CareTech Holdings Limited granted out of the freehold properties being Thorngarth House, Ingleton (LA6 3HN) registered at HM Land Registry with title number NYK50556 and Car Parking Spaces adjoining Thorngarth Guest House, New Road, Ingleton, Carnforth registered at HM Land Registry with title number NYK272910
CareTech Community Services Limited	The leasehold property being comprised in a lease dated 17 March 2023 made between (1) Just Retirement Limited and (2) CareTech Community Services Limited and (3) CareTech Holdings Limited granted out of the freehold property being 19 Wheelwright Road, Birmingham (B24 8PA) registered at HM Land Registry with title number WM338332

Mortgagor	Address/description of land
Interact Care Limited	The leasehold property being comprised in a lease dated 17 March 2023 made between (1) Just Retirement Limited and (2) Interact Care Limited and (3) CareTech Holdings Limited granted out of the freehold property being Derwent Dene Lodge, Shotley Bridge, Consett (DH8 9TE) registered at HM Land Registry with title number ND140136
Interact Care Limited	The leasehold property being comprised in a lease dated 17 March 2023 made between (1) Just Retirement Limited and (2) Interact Care Limited and (3) CareTech Holdings Limited granted out of the freehold properties being 28 Consett Road, Consett (DH8 9QL) registered at HM Land Registry with title number DU265877 and Land adjoining The Lilacs, 28 Consett Road, Castleside registered at HM Land Registry with title number DU275408

SIGNATURES TO THE MORTGAGE

The Senior Parent

Executed as a deed by
AMALFI CLEANCO LIMITED
acting by Director:

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)
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)



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Christopher Dickinson

Director:



Farouk Sheikh

Mortgagors

Executed as a deed by)
CAMBIAN CHILD CARE)
PROPERTIES LIMITED)
acting by two directors:

Director

Christopher Dickinson

Director

Farouq Sheikh

Executed as a deed by)
CAMBIAN HERITAGE II LIMITED)
acting by two directors:

Director

Christopher Dickinson

Director

Farouq Sheikh

Executed as a deed by)
CAMBIAN SIGNPOST LIMITED)
acting by two directors:

Director

Christopher Dickinson

Director

Farouq Sheikh

Executed as a deed by)
CARETECH COMMUNITY SERVICES)
LIMITED)
acting by two directors:

Director

Christopher Dickinson

Director

Farouq Sheikh

Executed as a deed by)
INTERACT CARE LIMITED)
acting by two directors:)

Director
Christopher Dickinson

Director
Faroud Sheikh

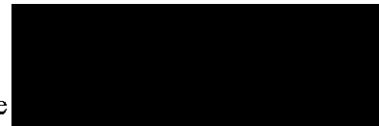
Security Agent

Signed for and on behalf of GLAS TRUST
CORPORATION LIMITED

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) Signature



Authorised Signatory

Emma Batchelor

Address: 55 Ludgate Hill, Level 1 West,
London EC4M 7JW, United
Kingdom

Email: tmg@glas.agency

Telephone: +44 (0)20 3597 2940

Attention: Transaction Management
Group (Project Amalfi)