

MR01

Particulars of a charge

Laserform

619519 / £13

A fee is payable with this form.
Please see 'How to pay' on the
last page

You can use the WebFiling service to file this form online.
Please go to www.companieshouse.gov.uk

☒ **What this form is for**
You may use this form to register
a charge created or evidenced by
an instrument

☒ **What this form is NOT for**
You may not use this form to
register a charge where there is no
instrument. Use form MR02

For further information, please
refer to our guidance at
www.companieshouse.gov.uk

This form **must be delivered to the Registrar for registration within 21 days** beginning with the day after the date of creation of the charge. If delivered outside of the 21 days it will be rejected unless it is accompanied by a court order extending the time for delivery



You **must** enclose a certified copy of the instrument with this form
scanned and placed on the public record. **Do not send the original**



A19 *A48GL0UA* #33
29/05/2015
COMPANIES HOUSE

1 Company details

Company number 0 5 3 3 5 6 0 1

Company name in full AMBER TAVERNS LIMITED /

1 3 8 For official use

→ **Filing in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Charge creation date

Charge creation date d1 d8 m0 m5 y2 y0 y1 y5 /

3 Names of persons, security agents or trustees entitled to the charge

Please show the names of each of the persons, security agents or trustees
entitled to the charge

Name U S BANK TRUSTEES LIMITED /

Name

Name

Name

If there are more than four names, please supply any four of these names then
tick the statement below

☐ I confirm that there are more than four persons, security agents or
trustees entitled to the charge

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4

Brief description

Please give a short description of any land, ship, aircraft or intellectual property registered or required to be registered in the UK subject to a charge (which is not a floating charge) or fixed security included in the instrument

Brief description

The freehold land known as 22 Market Place (otherwise known as "Lockstone"), Long Eaton, Nottingham, NG10 1LT and registered at HM Land Registry under Title Number DY271339

Please submit only a short description if there are a number of plots of land, aircraft and/or ships, you should simply describe some of them in the text field and add a statement along the lines of, "for more details please refer to the instrument"

Please limit the description to the available space

5

Other charge or fixed security

Does the instrument include a charge (which is not a floating charge) or fixed security over any tangible or intangible or (in Scotland) corporeal or incorporeal property not described above? Please tick the appropriate box

☒ Yes

☐ No

6

Floating charge

Is the instrument expressed to contain a floating charge? Please tick the appropriate box

☐ Yes Continue

☒ No Go to Section 7

Is the floating charge expressed to cover all the property and undertaking of the company?

☐ Yes

7

Negative Pledge

Do any of the terms of the charge prohibit or restrict the company from creating further security that will rank equally with or ahead of the charge? Please tick the appropriate box

☒ Yes

☐ No

8

Trustee statement ①

You may tick the box if the company named in Section 1 is acting as trustee of the property or undertaking which is the subject of the charge

☐

① This statement may be filed after the registration of the charge (use form MR06)

9

Signature

Please sign the form here

Signature

Signature

X OWFLLP

X

This form must be signed by a person with an interest in the charge

MR01

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

Contact name N17760/120/Lockstone

Company name
DWF LLP

Address 5 St Paul's Square

Old Hall Street

Post town Liverpool

County/Region

Postcode L 3 9 A E

Country

DX 14128 Liverpool

Telephone 0151 907 3000



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 a certified copy of the instrument with this form
- ☐ You have entered the date on which the charge was created
- ☐ You have shown the names of persons entitled to the charge
- ☐ You have ticked any appropriate boxes in Sections 3, 5, 6, 7 & 8
- ☐ You have given a description in Section 4, if appropriate
- ☐ You have signed the form
- ☐ You have enclosed the correct fee
- ☐ Please do not send the original instrument, it must be a certified copy



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 filed on paper.

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



FILE COPY

CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 5335601

Charge code: 0533 5601 0138

The Registrar of Companies for England and Wales hereby certifies that a charge dated 18th May 2015 and created by AMBER TAVERNS LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 29th May 2015.

Dx

Given at Companies House, Cardiff on 5th June 2015



Companies House



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

CERTIFIED TO BE A TRUE
COPY OF THE ORIGINAL

19 MAY 2015

Dated

18 MAY

2015

DWF LLP
5 St Paul's Square
Old Hall Street
Liverpool L3 9AE

one up

- (1) Amber Taverns Limited
- (2) U S Bank Trustees Limited as Security Agent

Supplemental Legal Mortgage

Relating to Land at 22 Market Place (otherwise known as "Lockstone"), Long Eaton,
Nottingham, NG10 1LT registered at HM Land Registry under Title Number DY271339

THIS DEED is dated

18 MAY

2015 between

- (1) **AMBER TAVERNS LIMITED** of The Victory Offices, 112 Victory Road, Blackpool, FY1 3NW and registered in England and Wales with company number 05335601 (the "**Chargor**"), and
- (2) **U.S. BANK TRUSTEES LIMITED** a company incorporated under the laws of England and Wales with registered number 02379632 and having its registered office at 125 Old Broad Street, Fifth Floor, London, EC2N 1AR (the "**Security Agent**")

BACKGROUND

- (A) This Supplemental Legal Mortgage is supplemental to a debenture dated 28 May 2014, made between, amongst others, Ingleby (1951) Limited (the "**First Chargor**"), the Chargor and the Security Agent (the "**Debenture**")
- (B) This is a Finance Document (as defined in the Facilities Agreement)
- (C) The Security Agent holds the benefit of this Supplemental Legal Mortgage, including the security created and other rights granted in it on trust for the Secured Parties
- (D) It is intended that this document takes effect as a deed notwithstanding the fact that a party may only execute this document under hand

IT IS AGREED as follows

1 Interpretation

1.1 Definitions

In this Deed

"**Property**" means

- (a) the property specified in Schedule 1 (*Details of Property*),
- (b) any buildings, fixtures, fittings, fixed plant or machinery from time to time situation on or forming part of such property, and

- (c) any proceeds of sale and all rights, powers, benefits, warranties and guarantees given or implied in relation to the property including all rights under any agreement for sale, agreement for lease or licence

1 2 Interpretation

- 1 2 1 Save as provided in Clause 2 (*Incorporated Provisions*) or otherwise defined in this Supplemental Legal Mortgage, capitalised terms defined in the Debenture shall have the same meaning in this Supplemental Legal Mortgage
- 1 2 2 The provisions of Clause 1 2 of the Debenture apply to this Supplemental Legal Mortgage (including the provisions incorporated herein by Clause 2 (*Incorporated Provisions*)) as if expressly set out herein, *mutatis mutandis*, with each reference to the deed therein being deemed to be a reference to this Supplemental Legal Mortgage
- 1 2 3 The terms of the other Finance Documents are incorporated in this Supplemental Legal Mortgage to the extent required to ensure that any purported disposition of the Property contained in this Supplemental Legal Mortgage is a valid disposition in accordance with Section 2(1) of the Law of Property (Miscellaneous Provisions) Act 1989
- 1 2 4 If the Security Agent reasonably consider that an amount paid by the Chargor or any other person to a Secured Party is capable of being avoided or otherwise set aside on the liquidation or administration of the Chargor or otherwise, then that amount shall not be considered to have been irrevocably paid for the purposes of this Supplemental Legal Mortgage

2 Incorporated provisions

- 2 1 For the avoidance of doubt and without prejudice to the generality of the foregoing Clauses, the provisions of the Debenture apply in relation to the Property to the extent that the same apply to the Property (as defined in the Debenture) and (so far as necessary to make them apply to and be enforceable in relation to the Property) they shall be deemed to be incorporated into this Supplemental Legal Mortgage, *mutatis mutandis*, as though set out in full herein with each reference therein to

2 1 1 **Debenture** being deemed to be a reference to this Supplemental Legal Mortgage, and

2 1 2 **Schedule 2** being deemed to be a reference to the Schedule to this Supplemental Legal Mortgage

3 Fixed Security

3 1 The Chargor charges with full title guarantee subject to Permitted Security and encumbrances disclosed in any Property Report in favour of the Security Agent (as agent and trustee for the Secured Parties) with the payment and discharge of the Secured Liabilities, by way of first legal mortgage the Property

4 Application to the Land Registry

4 1 The Chargor consents to an application being made to the Land Registry to enter the following restriction in the Proprietorship register of any property which is, or is required to be, registered forming part of the Property

"No disposition of the registered estate by the proprietor of the registered estate is to be registered without a written consent signed by the proprietor for the time being of the charge dated [*date of this Deed*] in favour of U S Bank Trustees Limited referred to in the charges register or, if appropriate, signed on such proprietor's behalf by its duly authorised office "

and, where applicable, notice of an obligation to make further notices

5 Continuation

5 1 Except insofar as supplemented hereby, the Debenture will remain in full force and effect

5 2 References in the Debenture to "this deed", "hereof", "hereunder" and expressions of similar import shall be deemed to be references to the Debenture as amended by this Supplemental Legal Mortgage and to this Supplemental Legal Mortgage

5 3 This Supplemental Legal Mortgage is supplemental to the Debenture On and from the date of Supplemental Legal Mortgage

5 3 1 the Supplemental Legal Mortgage and the Debenture shall be read and construed as one document and in particular the definition of "Property" in the Debenture shall include the Property described in the Schedule hereto, and

5 3 2 the Chargor acknowledges that references to the "Debenture" in each Facility Agreement are references to the Debenture as amended by this Supplemental Legal Mortgage

6 Third party rights

6 1 A person who is not a party to this Deed has no rights under the Contracts (Rights of Third Parties) Act 1999 to enforce or to enjoy the benefit of any term of this Deed

7 Governing law

7 1 This Deed is governed by English law

8 Counterparts

8 1 This Deed may be executed in any number of counterparts, each of which shall be deemed an original and this has the same effect as if the signatures on the counterparts were on a single copy of this Deed Any party may enter into this Mortgage by signing any such counterpart.

THIS DEED has been entered into as a deed on the date stated at the beginning of this Deed

SCHEDULE

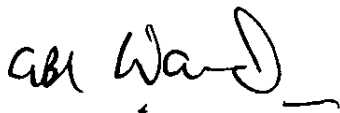
The freehold land being 22 Market Place (otherwise known as "Lockstone"), Long Eaton, Nottingham, NG10 1LT registered HM Land Registry under Title Number DY271339

EXECUTION

The Chargor

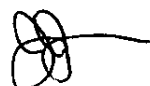
Executed as a deed by **AMBER TAVERNS LIMITED** acting by a director

Director



in the presence of

Witness Signature



Witness Name

JOANNE JONES

Witness Address

116 EGGERTON ROAD
PRESTON PR2 1AJ

Witness Occupation

ACCOUNTANT

Communications to be delivered to:

Address Amber Taverns Limited
The Victory Offices,
112 Victory Road,
Blackpool,
FY1 3NW

Fax number

Attention

The Security Agent

Executed as a deed by, [
as attorney for
U.S. BANK TRUSTEES LIMITED
in the presence of

]

as attorney for
U.S. BANK TRUSTEES LIMITED

Witness Signature

Witness Name

Witness Address

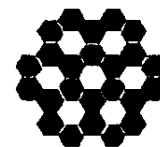
Witness Occupation

Communications to be delivered to:

Address

Fax number

Attention



Official copy of register of title

Title number DY271339 Edition date 11 08.2014

- This official copy shows the entries on the register of title on 17 APR 2015 at 12 17 39
- This date must be quoted as the "search from date" in any official search application based on this copy
- The date at the beginning of an entry is the date on which the entry was made in the register
- Issued on 17 Apr 2015
- Under s 67 of the Land Registration Act 2002, this copy is admissible in evidence to the same extent as the original
- This title is dealt with by Land Registry, Nottingham Office

A: Property Register

This register describes the land and estate comprised in the title

DERBYSHIRE EREWASH

- 1 (25 01 1996) The Freehold land shown edged with red on the plan of the above Title filed at the Registry and being 22 Market Place, Long Eaton, Nottingham (NG10 1LT)
- 2 (25 01 1996) The land has the benefit of the rights granted by but is subject as mentioned in the Deed dated 10 May 1940 referred to in the Charges Register in the following terms -

"TOGETHER WITH a right for the Company to use for all proper and accustomed purposes only as appurtenant only to the said land edged with green on the plan Number 1 hereto annexed and its new building erected thereon the whole extent in length and width of the said roadway coloured brown and the portion of the land edged green which the Company (by setting back its building) has added to such roadway and the right to lay thereunder sewers drains gas and water pipes and electric cables subject to making good all damage thereby occasioned

TOGETHER with a right for the Bank to use for all proper and accustomed purposes only as appurtenant only to the said land edged pink on the said plan Number 1 hereto annexed and any building now or hereafter erected thereon the whole extent in length and width of the said roadway coloured brown and the said portion of the land edged green which the Company has added to such roadway and the right to lay thereunder sewers drains gas and water pipes and electric cables Subject to making good any damage thereby occasioned "

B: Proprietorship Register

This register specifies the class of title and identifies the owner It contains any entries that affect the right of disposal

Title absolute

- 1 (31 07 2014) PROPRIETOR AMBER TAVERNS LIMITED (Co Regn No 05335601) of The Victory Offices, 112 Victory Road, Blackpool FY1 3NW
- 2 (31 07 2014) The price stated to have been paid on 24 April 2014 was £297,997 plus £53,639 VAT.

Title number DY271339

B Proprietorship Register continued

- 3 (31 07 2014) The Transfer to the proprietor contains a covenant to observe and perform the covenants referred to in the Charges Register and of indemnity in respect thereof
- 4 (11 08 2014) RESTRICTION No disposition of the registered estate by the proprietor of the registered estate is to be registered without a written consent signed by the proprietor for the time being of the Charge dated 28 May 2014 in favour of U S. Bank Trustees Limited referred to in the Charges Register

C: Charges Register

This register contains any charges and other matters that affect the land

- 1 (25 01 1996) A Deed dated 10 May 1940 made between (1) National Provincial Bank Limited (Bank) and (2) Long Eaton Gas Company (Company) contains the following covenants--

"THE Company in building on the said land edged green on the said plan Number 1 has erected its building in accordance with the drawing hereto annexed marked 2 and not otherwise and it shall at no future time erect any building or alter the said new building in such a way as to cause greater interference with the enjoyment of light by the Bank to its said office window on the Southern side of its said premises than the same is interfered with by the building erected in accordance with the said drawing marked 2

THE Company shall glaze all the windows in the Northern Side of its building shewn on the said drawing as "Side Elevation" with muffled glass of a type to be approved by the Bank's Architect

NOTE Copy plans filed

- 2 (11 08 2014) REGISTERED CHARGE contained in a Debenture dated 28 May 2014 affecting also other titles

NOTE Charge reference CE104875

- 3 (11 08 2014) Proprietor U S BANK TRUSTEES LIMITED (Co Regn No 02379632) of 125 Old Broad Street, London EC2N 1AR

End of register