

MG01

Particulars of a mortgage or charge

Oyez

003251/143

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, use form MG01s

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



A06

ACWG7N80

08/09/2010

239

COMPANIES HOUSE

bold black capitals

All fields are mandatory unless specified or indicated by *

Company details

Company number

05924091

Company name in full

Apex Dental Care Limited (the "Company")

Date of creation of charge

Date of creation

31/08/2010

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

Debenture (the "Charge")

Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured

All moneys and discharge all liabilities now or hereafter due, owing or incurred by it to Santander UK Plc or one of its subsidiaries ("Group Members") (or any one of them) when the same become due for payment or discharge whether by acceleration or otherwise, and whether express or implied, present, future or contingent, joint or several, incurred as principal or surety, originally owing to the Group Members (or any one of them) or purchased or otherwise acquired by them or it, denominated in sterling or in any other currency, or incurred on any bank account or in any other manner whatsoever, together with interest (both before and after judgement) to the date of payment at such rates and on such terms as may from time to time be agreed, commission, fees and other charges and all legal and other costs, charges and expenses on a full and unqualified indemnity basis which may be incurred by the Group Members (or any of them) in relation to any such monies or liabilities or generally in respect of the Chargor

Continuation page

Please use a continuation page if you need to enter more details

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**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

Continuation page

Please use a continuation page if you need to enter more details

Name	Santander UK plc (Company No. 2294747)
Address	2 Triton Square, Regents Place, London (the "Lendor")
Postcode	N W 1 3 A N
Name	
Address	
Postcode	

**Short particulars of all the property mortgaged or charged**

Please give the short particulars of the property mortgaged or charged

Continuation page

Please use a continuation page if you need to enter more details

Short particulars

a) by way of legal mortgage

i) all the property described in schedule 1 (Properties)

ii) all estate or interest in any freehold, leasehold or commonhold property in England and Wales now belonging to the Company

b) by way of fixed charge

i) (to the extent that they are not the subject of an effective mortgage under clause 3 1(a)) all estates or interests in any freehold, leasehold or commonhold property in England and Wales now or hereafter belonging to the Company, ii) all other interests belonging to it in or over land or the proceeds of sale of land and all licences now or in the future held by it to enter on or use land, iii) the benefit of all other agreements relating to each Property to which it is or may become a party or otherwise entitled, iv) all plant, machinery and equipment owned by the Company and its interest in any plant, machinery and equipment in its possession, v) its rights under the appointment of any managing agent or any of the Properties, vi) all its rights, title and interest in the Insurances, vii) its Investments together with Related Rights, viii) all its Intellectual Property, ix) the amount from time to time standing to the credit of any Account, x) all of its book and other debts and their proceeds and all monies due and owing to it together with the full benefit of all Security, Collateral Instruments and other rights relating to any of the foregoing, xi) all its goodwill and uncalled capital, xii) the benefit of all Authorisations held in connection with its business or the use of any Charged Assets and the right to recover and receive all compensation which may be payable to it in respect of such Authorisations or the Charged Assets, and

xiii) if and in so far as any assignment is clause 3 2 (Assignment) shall for any reason be ineffective as an assignment, the assets referred to in that clause

The Company assigns to the Lender absolutely as a continuing security for the payment and discharge of the secured liabilities all its rights, title and interest both present and future in and to the rental income and all the Company's other rights, title and interest under each occupational lease and any Hedging Agreement

The Company charges to the Lender as a continuing Security for the payment and discharge of the Secured Liabilities by way of floating charge all its undertaking, property and assets whatsoever and wheresoever both present and future, other than any property or assets from time to time effectively charged by way of legal mortgage or fixed charge pursuant to clause 3 1 (fixed charge) or assignment pursuant to clause 3 2 (assignment)

The Company shall not create or permit to subsist any Security over any of its assets, other than Permitted Security

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7	Particulars as to commission, allowance or discount (if any)	
	<p>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</p> <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, <p>for any debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered</p>	
Commission allowance or discount	Nil	

8	Delivery of instrument	
	<p>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 866)</p> <p>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 870). 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)</p>	

9	Signature	
	Please sign the form here	
Signature	<p>Signature</p> <p>X <i>Dundas & Wilson</i> X</p> <p>This form must be signed by a person with an interest in the registration of the charge</p>	

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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

Andinee Pillay

Company name

Dundas & Wilson LLP

North West Wing

Address

Bush House

Aldwych, London

Post town

County/Region

Postcode

W

C

2

B

4

E

Z

Country

DX

127 LDE Chancery Lane

Telephone

0207 759 35771

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,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
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



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 5924091
CHARGE NO. 15**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 31 AUGUST
2010 AND CREATED BY APEX DENTAL CARE LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO THE GROUP MEMBERS (OR ANY ONE OF THEM)
ON ANY ACCOUNT WHATSOEVER WAS REGISTERED
PURSUANT TO CHAPTER 1 PART 25 OF THE COMPANIES ACT
2006 ON THE 8 SEPTEMBER 2010

GIVEN AT COMPANIES HOUSE, CARDIFF THE 13 SEPTEMBER
2010

DN



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES