

MR01

Particulars of a charge

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19/06/2013

#361

COMPANIES HOUSE

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

You can use the Web
Please go to www.companieshouse.gov.uk

WEDNESDAY

☒ **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 MR08.

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. This will be
scanned and placed on the public record.

1

Company details

Company number S C 0 5 7 7 0 9

Company name in full Stewart Milne Group Limited

1 3 2 For official use

→ **Filling 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 0 4 0 6 2 0 1 3

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 Schoolhill Factor Limited (Company Number SC295488)

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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Description

Please give a short description of any land (including buildings), ship, aircraft or intellectual property registered (or required to be registered) in the UK which is subject to this fixed charge or fixed security.

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

Description

~~Implementation of obligations under Clawback Agreement in~~
respect of ALL and WHOLE the area of ground at Schoolhill,
Portlethen, County of Kincardine registered in Land Register of
Scotland under Title Number KNC14898

5

Fixed charge or fixed security

Does the instrument include a fixed 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 chargor from creating any further security that will rank equally with or ahead of the charge? Please tick the appropriate box.

- ☒ Yes
☐ No

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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

[Handwritten signature]

X

For and on behalf of Hbda Housing Spas Ltd

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

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Particulars of a charge



Presenter information

We will send the certificate to the address entered below. All details given here will be available on the public record. You do not have to show any details here but, if none are given, we will send the certificate to the company's Registered Office address.

Contact name Lisa Blackwood

Company name Maclay Murray & Spens LLP

Address Quatermile One

15 Lauriston Place

Post town Edinburgh

County/Region

Postcode E H 3 9 E P

Country Scotland

DX DX ED 137 Edinburgh

Telephone 0131 228 7297



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: 57709

Charge code: SC05 7709 0132

The Registrar of Companies for Scotland hereby certifies that a charge dated 4th June 2013 and created by STEWART MILNE GROUP LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 19th June 2013.

Given at Companies House, Edinburgh on 24th June 2013



Companies House

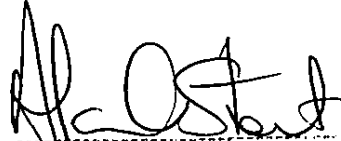


THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

We STEWART MILNE GROUP LIMITED, incorporated under the Companies Acts (Registered Number SC057709) and having our Registered Office at Peregrine House, Mosscroft Avenue, Westhill Business Park, Westhill, Aberdeen (hereinafter referred to as "the Debtor") hereby in security of the obligations undertaken by the Debtor to pay any sum of Clawback and/or make any Overage Payment in terms of the agreement among the Debtor, SCHOOLHILL FACTOR LIMITED, incorporated under the Companies Acts (Registered Number SC295488) and having their Registered Office at 66 Queen's Road, Aberdeen, AB15 4YE and the parties therein defined as "the Proprietors" dated 16 February 2006 (hereinafter referred to as the Clawback Agreement") CONSIDERING THAT Schoolhill Factor Limited have agreed to release part of the subjects secured under the standard securities granted by us in favour of the said Schoolhill Factor Limited in security of the obligations undertaken by us to pay any sum of Clawback and/or make any Overage Payment in the Clawback Agreement which standard securities are dated 16 February 2006 and 4 September 2008 and are registered in the Land Register of Scotland under Title Number KNC14898 on the 17 March 2006 and 10 September 2008 respectively and to accept the aftermentioned subjects in exchange we HEREBY GRANT a standard security in favour of the said Schoolhill Factor Limited as agent for the Ownership Register Parties (as that term is defined in the Consortium Agreement among the said Schoolhill Factor Limited, Montagu Evans LLP, Chartered Surveyors, 302 St. Vincent Street, Glasgow, G2 5RU and the parties therein defined as the Proprietors dated 15 and 16 both days of February 2006) and its successors in office as such agent over ALL and WHOLE that area of ground at Schoolhill, Portlethen in the County of Kincardine shown delineated red on the plan annexed and executed as relative hereto BUT FOR THE AVOIDANCE OF DOUBT ALWAYS EXCEPTING THERFROM the subjects registered in the Land Register of Scotland under Title Number KNC16754 in so far as it has been included within the said subjects shown delineated in red on the said plan;

Together with (by way of inclusion within the subjects hereinbefore secured and not exception):-

- 1 The whole mines, metals and minerals (with or without the subjects hereby secured insofar as we have right thereto;



 MACLAY MURRAY & SPENS LLP

- 2 The whole buildings and erections (if any) and fittings and fixtures therein and thereon;
- 3 Our whole right, title and interest, present and future (if any) in all existing roads and tracks including public roads all insofar as located within ex adverso or bounding any parts of those areas; and .
- 4 The whole parts, privileges and pertinents effeiring thereto;

Which Subjects hereby secured comprise part and portion of the subjects registered in the Land Register of Scotland under Title Number KNC14898;

The standard conditions specified in Schedule 3 to the Conveyancing and Feudal Reform (Scotland) Act 1970 (as amended) and any lawful variation thereof operative for the time being shall apply and those standard conditions shall be varied as follows (the numbering corresponding with the numbering of the standard conditions as they appear in that schedule):

- 1 (a) shall apply having due regard to the fact the Debtor has acquired the security subjects for the construction of residential dwellinghouses and a business park thereon;
- 1 (b) and (c) shall only apply to any individual dwellinghouse or business park unit on the security subjects after that dwellinghouse or unit has been completed;
- 2 shall not apply;
- 5 (a) the obligation shall be to insure for reinstatement value and not market value;

shall not apply;

And we the Debtor grant warrandice; And we declare that this Standard Security shall constitute a Supplementary Clawback Standard Security for the purposes of the Clawback Agreement: IN WITNESS WHEREOF these presents printed on this and the two preceding pages together with the plan annexed are executed as follows:-

They are subscribed for and on behalf of STEWART MILNE GROUP LIMITED as undernoted:-

<u>Gordon Middel</u>	Witness	<u>[Signature]</u>
Authorised Signatory	Full Name	<u>RICHARD ANDREW FANCUS</u>
<u>GORDON IAN MIDDLETON</u>	Address	<u>c/o OSPREY HOUSE, MOSSCREST</u>
Full name (BLOCK CAPITALS)		<u>AVENUE, WESTHILL</u>
At <u>WESTHILL, ABERDEEN</u>		
On <u>29 MAY 2013</u>		

This is the plan referred to in the foregoing standard security by Stewart Milne Group Limited in favour of Schoolhill Factor Limited

Garden Middel

Milne Stewart Milne Group Limited Registered Office: 100, The Quadrant, Edinburgh, Scotland, EH1 1AF Tel: 0131 225 1000 Fax: 0131 225 1001	
PROJECT: NEW SECURITY SYSTEM FIELD:	PROJECT: SECURITY SYSTEM DEVELOPMENT AT LITTLEFIELD FIELD:
DRAWING NO: 10 DATE: 12/10/91 SCALE: 1:1000	DRAWING NO: 10 DATE: 12/10/91 SCALE: 1:1000

