

MR01

Particulars of a charge

109893/13



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 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 the form is 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, scan it and place it on the public record.

WEDNESDAY



LD3

"L2EQ3RFE"

14/08/2013

#44

COMPANIES HOUSE

if use

1 Company details

Company number S C 3 9 1 7 6 4

Company name in full Urbicus Limited
(the "Chargor")

→ 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 d1 d2 m0 m8 y2 y0 y1 y3

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 The Royal Bank of Scotland PLC
(the "Security Trustee")

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

N/A

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 Clifford Chance LLP

X

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 Alexandra Hehir

Company name Clifford Chance LLP

Address 10 Upper Bank Street

Post town London

County/Region

Postcode E 1 4 5 J J

Country United Kingdom

DX 149120 Canary Wharf 3

Telephone 020 7006 1000



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: 391764

Charge code: SC39 1764 0002

The Registrar of Companies for Scotland hereby certifies that a charge dated 12th August 2013 and created by URBICUS LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 14th August 2013.

Given at Companies House, Edinburgh on 19th August 2013



DATED 12 AUGUST 2013

URBICUS LIMITED
AS THE CHARGOR

IN FAVOUR OF

THE ROYAL BANK OF SCOTLAND PLC
AS THE SECURITY TRUSTEE

SUB-CHARGE

We hereby certify that, save for material redacted
pursuant to s.859G of the Companies Act 2006, this
is a true copy of the original

Signed Clifford Chance

Date 14/08/2013

Clifford Chance LLP
10 Upper Bank Street
London E14 5JJ

THIS SUB-CHARGE is made by way of deed on 12 AUGUST 2013

BY:

- (1) **URBICUS LIMITED** (registered in Scotland, registered number SC391764) in its capacity as Security Trustee under (and as defined in) the Glanmore Loan Facility Agreement (the "**Chargor**"),

in favour of:

- (2) **THE ROYAL BANK OF SCOTLAND PLC** as trustee for each of the Finance Parties (the "**Security Trustee**").

THIS DEED WITNESSES as follows:

1. DEFINITIONS

"**Glanmore Loan Legal Charge**" means each legal charge specified in the Schedule.

"**Sub-Charged Assets**" means each of the assets and undertaking of the Chargor which from time to time are the subject of any Security created or expressed to be created by it in favour of Security Trustee by or pursuant to Clause 2 (*Sub-Charge*).

2. SUB-CHARGE

The Chargor charges, with full title guarantee in favour of the Security Trustee (as trustee for the Finance Parties), with the payment and discharge of the Secured Obligations:

- (a) all of its right, title and interest from time to time in and to each Glanmore Loan Legal Charge together with the benefit of all covenants and obligations relating to it and all powers and remedies for enforcing the same (subject to the subsisting rights of redemption by the Chargor); and
- (b) (without prejudice to paragraph (a) and to the extent that no charge created by paragraph (a) is (if the Security Trustee were so to require) capable of registration at the Land Registry as a sub-charge, in exercise of the power confirmed in Section 23(2)(b) of the Land Registration Act 2002), all indebtedness comprising an obligation or liability to pay money secured by each Glanmore Loan Legal Charge.

3. IMPLIED COVENANTS FOR TITLE

- (a) The covenants set out in Sections 3(1), 3(2) and 6(2) of the Law of Property (Miscellaneous Provisions) Act 1994 will not extend to Clause 2 (*Sub-Charge*).
- (b) It shall be implied in respect of Clause 2 (*Sub-Charge*) that the Chargor is disposing of the Sub-Charged Assets free from all charges and incumbrances (whether monetary or not) and from all other rights exercisable by third parties other than The Royal Bank of Scotland plc (including liabilities imposed and rights conferred by or under any enactment).

4. APPLICATION TO THE LAND REGISTRY

The Chargor consents to an application being made to the Land Registry to enter the following restriction in the Charges Register of any registered land which is subject to a Glanmore Loan Legal Charge:

"No disposition by the proprietor of the registered charges dated [*Date of the relevant underlying legal charges to be inserted*] in favour of The Royal Bank of Scotland plc referred to above is to be registered without a written consent signed by the proprietor for the time being of the sub charge dated [•] in favour of The Royal Bank of Scotland plc or their conveyancer."

5. RESTRICTIONS ON DEALINGS

Except where agreed in writing by the Security Trustee or as permitted under the Facility Agreement, the Chargor will not at any time during the Security Period create or permit to subsist any Security over all or any part of the Sub-Charged Assets or dispose of or otherwise deal with any part of the Sub-Charged Assets.

6. FURTHER LOANS

Subject to the terms of the Facility Agreement, each Lender is under an obligation to make further Loans to the Borrower and that obligation will be deemed to be incorporated in this Sub-Charge as if set out in this Sub-Charge. The Chargor consents to an application being made to the Land Registry to enter the obligation to make further Loans on the Charges Register of any registered land which is subject to a Glanmore Loan Legal Charge.

7. GOVERNING LAW

This Sub-Charge and all non-contractual obligations arising out of or in connection with it are governed by English law.

THIS SUB-CHARGE has been executed as, and is intended to take effect as, a deed by the Chargor and has been signed by Security Trustee on the date written on the first page of this Sub-Charge.

**SCHEDULE TO SUB-CHARGE
GLANMORE LOAN LEGAL CHARGES**

No.	Property secured by Legal Charges	Date of Legal Charges	Title Number(s)
1.	Quadrant Shopping Centre, High Street North, Dunstable LU5 4RH	12 December 2007 21 December 2012	BD15898 BD15453 BD14638 BD120279 BD98867 BD252098
2.	The Swan Centre, Blackwell St, Kidderminster, Worcestershire DY10 2BA	12 December 2007 21 December 2012	HW41962
3.	The Guildhall Shopping Centre, Market Square and 23-24 Crabber Street, Stafford ST16 2EB	16 July 2007 21 December 2012	SF288419 SF383450
4.	Units 1-3 McConnell Dr, Wolverton MK12 5RJ	16 July 2007 21 December 2012	BM126437
5.	Queen Victoria House, Redland Hill, Redland, Bristol BS6 6UU	16 July 2007 21 December 2012	AV247649
6.	Building 2010, Meriden Business Park, Birmingham Road, Allesley	16 July 2007 21 December 2012	WM706013
7.	2010 Meriden Business Park, Birmingham Road, Allesley CV5 9RG	16 July 2007 21 December 2012	WM777949
8.	The Icon, Lytton Way, Stevenage SG1 2NN	16 July 2007 21 December 2012	HD194635
9.	Liongate, Ladymead, Guildford GU1 1AT	16 July 2007 21 December	SY158643 SY555652

No.	Property secured by Legal Charges	Date of Legal Charges	Title Number(s)
		2012	
10.	Newbury House, Cheap Street, Newbury	20 August 2007 21 December 2012	BK246598
11.	Thorpe Road, Peterborough (PE3 6SB)	16 July 2007 21 December 2012	CB326541 CB326542
12.	Apex House, Calthorpe Rd, Edgbaston, Birmingham B15 1TR	16 July 2007 21 December 2012	WM867723
13.	Unipart Premises, Siskin Drive, Baginton, near Coventry, Warwickshire, CV3 4FZ	16 July 2007 21 December 2012	WK399148
14.	Beckton Retail Park, Alpine Way, London, E6 6LA	16 July 2007 21 December 2012	EGL338538 EGL175406
15.	Aberafan Shopping Centre, Port Talbot SA13 1PB	16 July 2007 21 December 2012	WA769757
16.	Victoria Square House & Chanelle House, 80-87 New Street & 45-51 Pinfold Street, Birmingham B2 4BA	16 July 2007 21 December 2012	WM559059
17.	The Horizon Centre, 32 Upper High St, Epsom, Surrey KT17 4QJ	16 July 2007 21 December 2012	SY503495
18.	Vantage Point, Balliol Business Park, Benton Lane, NE12 8EW	16 July 2007 21 December 2012	TY440674 TY440673
19.	Units 1 & 2, Lydiard Fields, Lydiard Tregoze,	16 July 2007	WT243917

No.	Property secured by Legal Charges	Date of Legal Charges	Title Number(s)
	Swindon, Wiltshire SN5 8UB	21 December 2012	
20.	Pavilion Business Park, Royds Hall Road, Leeds	20 September 2007 21 December 2012	WYK203851 WYK674038
21.	M60 Superbranch, Agecroft, Salford	9 August 2007 21 December 2012	GM917960
22.	Broadway, Broad Street, Fiveways, Birmingham	15 October 2007 21 December 2012	WM611519
23.	Distribution Unit, Aviation Way, Sherburn Enterprise Park, Leeds	12 September 2007 21 December 2012	NYK238900
24.	Wyndham Court, Prichard Street, Bristol, BS2 8RH	20 August 2007 21 December 2012	AV184346
25.	Fleet Walk Shopping Centre, Fleet Street, Torquay	5 December 2007 21 December 2012	DN299804
26.	Bryanstan Court, Selden Hill, Hemel Hempstead	9 August 2007 21 December 2012	HD229186 HD287966
27.	Units 2660-2680 Kings Court, Birmingham Business Park, Solihull (save that Unit 2680 has been released).	7 September 2007 21 December 2012	WM659133
28.	Unecol House, 819/831 London Road, North Cheam	9 August 2007 21 December	SGL140741


Execution Version

No.	Property secured by Legal Charges	Date of Legal Charges	Title Number(s)
		2012	
29.	Unit B3, Aintree Avenue, White Horse Business Park, Trowbridge	31 October 2007 21 December 2012	WT203787

EXECUTION PAGE TO SUB-CHARGE

Chargor

EXECUTED AS A DEED on behalf of)
URBICUS LIMITED, a company)
incorporated in Scotland, acting by)

 Signature of Director
Ben THORSON Name of Director

in the presence of:

 Signature of witness

CHRIS DORSON Name of witness

 Address of witness





Security Trustee

Signed by)
THE ROYAL BANK OF SCOTLAND PLC)
for and on its behalf by its duly authorised signatory)

EXECUTION PAGE TO SUB-CHARGE

Chargor

EXECUTED AS A DEED on behalf of)
URBICUS LIMITED, a company)
incorporated in Scotland, acting by)

Signature of Director

Name of Director

in the presence of:


Signature of witness

Name of witness

Address of witness

Security Trustee

Signed by)
THE ROYAL BANK OF SCOTLAND PLC)
for and on its behalf by its duly authorised signatory)


(STEVEN FRAYEL)

Ben Elzein
Clifford Chance LLP
10 Upper Bank St
LONDON
E14 5JT