

MR01

Particulars of a charge



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 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 must be scanned and placed on the public record. **Do not send the original**



LD9 30/06/2014 #316
COMPANIES HOUSE

MONDAY

1 Company details

Company number 01357507

Company name in full B & M Retail Limited
(the "Chargor")

31 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 17/06/2014

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 Bank of America Merrill Lynch International Limited
as Security Agent (as trustee for each of the Secured Parties)

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

MR01

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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 Mortgaged Property being PropertyName The Vault, Title No MS583120 and the other Mortgaged Properties as specified in the instrument The Intellectual Property being Patent Title B & M, Patent Registration No 2114179B and the other Intellectual Property as specified in the instrument

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 *Clifford Chance LLP* X

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

MR01

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

Contact name **Nicholas Jones 70-40572022**

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: 1357507

Charge code: 0135 7507 0031

The Registrar of Companies for England and Wales hereby certifies that a charge dated 17th June 2014 and created by B & M RETAIL LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 30th June 2014.

IX

Given at Companies House, Cardiff on 4th July 2014



Companies House



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

DEBENTURE ACCESSION DEED

10 Bank of America Merrill Lynch International Limited as Security Agent

THIS DEED is made on 17 June 2014 by the companies specified in Schedule 1 (the "New Chargers") in relation to the Debenture (the "Debenture") dated 29 May 2014 entered into by B&M European Value Retail S.A. and others as original chargers in favour of Bank of America Merrill Lynch International Limited as security agent

Terms defined in the Debenture shall have the same meanings when used in this Deed

Each New Charger hereby confirms that, as from the date of this Deed, it intends to be a party to the Debenture as a Charger, undertakes to perform all the obligations expressed in the Debenture to be assumed by a Charger and agrees that it shall be bound by all the provisions of the Debenture, as if it had been an original party to the Debenture

Details of certain of the assets of the New Chargers which are subject to the security constituted by the Debenture are set out in the Schedules to this Deed

This Deed shall be governed by and construed in accordance with English law

This Deed is a Finance Document

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 LLP
30 June 2014

Date 30 June 2014
Clifford Chance LLP
10 Upper Bank Street
London E14 5JJ

As New Charger

EXECUTED as a DEED
By Firesource Limited

[Redacted Signature]

Signature of Director

Name of Director

in the presence of

[Redacted Signature]

Signature of witness

Name of witness

Address of witness

Occupation of witness

As New Chargor

EXECUTED as a DEED
By B & M Retail Limited

[Redacted Signature]

Signature of Director
Name of Director

in the presence of

[Redacted Signature]

Signature of witness
Name of witness
Address of witness

Occupation of witness

As New Chargor

EXECUTED as a DEED
By Opus Homewares Limited

[Redacted Signature]

Signature of Director
Name of Director

in the presence of

[Redacted Signature]

Signature of witness
Name of witness
Address of witness

Occupation of witness

As Security Agent
BANK OF AMERICA MERRILL LYNCH INTERNATIONAL LIMITED

By 
Name 
Title 
Address 
Attention 
Fax Number 
Tel Number 
Email 

As New Chargor
EXECUTED as a DEED
By Melore Limited


Signature of Director
Name of Director

in the presence of

Signature of witness
Name of witness
Address of witness

Occupation of witness

**SCHEDULE 1
NEW CHARGORS**

- 1 Fircsource Limited, a company incorporated under the laws of England and Wales 03244928,
- 2 B & M Retail Limited, a company incorporated under the laws of England and Wales with registration number 01357507,
- 3 Opus Homewares Limited a company incorporated under the laws of England and Wales with registration number 04747559, and
- 4 Meliore Limited a company incorporated under the laws of England and Wales with registration number 05998099

**SCHEDULE 2
REAL PROPERTY**

Charging Company	Location	Property	Title Number
B & M Retail Limited	Speke, Liverpool	The Vault, Dakota Drive, Speke, Liverpool	MS583120
B & M Retail Limited	Speke, Liverpool	Leasehold land being Phase 1 and Phase 2 Cell 7A, Liverpool International Business Park, Speke, Liverpool	MS598646
B & M Retail Limited	Speke, Liverpool	Leasehold land being Cell 10, Liverpool International Business Park, Liverpool	MS609899

SCHEDULE 3
SHARES

Charging Company	Subsidiary	Number and class of shares	Details of nominees (if any) holding legal title to shares
Firesource Limited	B & M Retail Limited	905,000 A ordinary shares of £1 00 each	
Firesource Limited	B & M Retail Limited	95,000 B ordinary shares of £1 00 each	
Firesource Limited	B & M Retail Limited	1,810,000 C ordinary shares of £0 50 each	
Firesource Limited	Meltore Limited	2 A ordinary shares of £1 00 each	
Firesource Limited	Opus Homewares Limited	100 ordinary shares of £1 00 each	

SCHEDULE 4
SPECIFIC CONTRACTS

None at the date of this Deed

SCHEDULE 5
ACCOUNTS

Charging Company	Account Bank	Account Number	Sort Code
Firesource Limited	Barclays Bank PLC		20-55-34
B & M Retail Limited	Barclays Bank PLC		20-55-34
B & M Retail Limited	Barclays Bank PLC		20-55-34
B & M Retail Limited	Barclays Bank PLC		20-55-34
B & M Retail Limited	Barclays Bank PLC		20-55-34
B & M Retail Limited	Barclays Bank PLC		20-55-34
Opus Homewares Limited	Barclays Bank PLC		20-55-34
Meltore Limited	Barclays Bank PLC		20-55-34
Meltore Limited	Barclays Bank PLC		20-55-34

SCHEDULE 6
INSURANCE POLICIES

Charging Company	Insurer	Policy Number	Policy Name
Firesource Limited	Chubb Insurance Company of Europe SE	82311877	Directors and Officers
The New Chargers	Allianz	47/SZ/18365445/09	Commercial Combined
The New Chargers	Allianz	GBM144839100A	Marine Cargo and Stock Throughput
The New Chargers	Allianz	NV/17659195	Engineering Inspection
The New Chargers	Allianz Commercial	BV11285306	Fleet and Car
The New Chargers	Aspen XP Underwriting	N0A3JHX12A0P	Excess Business Interruption
The New Chargers	Assicurazioni Generali Spa	FL05788/12 and FL05789/12	Combined Liability Policy
The New Chargers	Beazley Marine UK	W0067311PNWV	Stock Throughput
The New Chargers	Chubb Insurance Company Europe SE	6689796	Engineering / computers
The New Chargers	XP Underwriting	XP1000366	Excess Stock
The New Chargers	AIG Europe	32625037	Excess Liability Combined
The New Chargers	Tabbot Ark Atrium	BI262PG0092613	Terrorism
The New Chargers	HSB Engineering Insurance Ltd	H9Y/165342	Engineering - Hired in Plant

**SCHEDULE 7
INTELLECTUAL PROPERTY**

Mark	Date of Registration	Registration No	Proprietor
B & M	02/03/2001	2114179B	B & M Retail Limited
B & M Bargains	02/03/2001	2114179B	B & M Retail Limited

Logo	Date of Registration	Registration No	Proprietor
Baby Time (Teddy)	29/10/2009	4013076	B & M Retail Limited
Billie & Millie (Boys)	29/10/2009	4013060	B & M Retail Limited
Billie & Millie (Girls)	29/10/2009	4013061	B & M Retail Limited
Christmas World	29/10/2009	4013062	B & M Retail Limited
Garden Essentials	29/10/2009	4013063	B & M Retail Limited
Houseproud	29/10/2009	4013064	B & M Retail Limited
Hudson Bay	29/10/2009	4013065	B & M Retail Limited
illuminate	29/10/2009	4013066	B & M Retail Limited
Intimate Essentials	29/10/2009	4013067	B & M Retail Limited
Kids Time (Boys)	29/10/2009	4013068	B & M Retail Limited
Kids Time (Girls)	29/10/2009	4013069	B & M Retail Limited
Madison Boutique	29/10/2009	4013070	B & M Retail Limited

Logo	Date of Registration	Registration No	Proprietor
My Lil Newborn Baby	29/10/2009	4013071	B & M Retail Limited
Outdoor Essentials	29/10/2009	4013072	B & M Retail Limited
Outdoor Living	29/10/2009	4013073	B & M Retail Limited
Pro Build	29/10/2009	4013074	B & M Retail Limited
Summer Living	29/10/2009	4013075	B & M Retail Limited
Speedsters	07/12/2009	4013524	B & M Retail Limited
Prolex	22/02/2010	4014731	B & M Retail Limited
Baby Time (Mobile)	30/07/2010	4016463	B & M Retail Limited
Mode	30/07/2010	4016464	B & M Retail Limited
Gadgets & Gizmos	10/09/2010	4016979	B & M Retail Limited
Activ8	21/10/2010	4017518	B & M Retail Limited
Air Scents	21/10/2010	4017511	B & M Retail Limited
Autotech	21/10/2010	4017516	B & M Retail Limited
Gianni Moretti	21/10/2010	4017515	B & M Retail Limited
Glitz & Glamour	21/10/2010	4017514	B & M Retail Limited
Home Essentials	21/10/2010	4017513	B & M Retail Limited
Optimum	21/10/2010	4017512	B & M Retail Limited

EXECUTION VERSION

Logo	Date of Registration	Registration No	Proprietor
			Limited
Style Studio	21/10/2010	4017517	B & M Retail Limited
The Pet Shop	21/10/2010	4017510	B & M Retail Limited
Droplets	12/02/2011	4018851	B & M Retail Limited
Carly Play	12/02/2011	4018854	B & M Retail Limited
Play & Pretend	12/02/2011	4018852	B & M Retail Limited
The Land Of Make Believe	12/02/2011	4018853	B & M Retail Limited
Brain Buzz	21/04/2011	4019720	B & M Retail Limited
Glennwood	27/05/2011	4020202	B & M Retail Limited
Reward	27/05/2011	4020201	B & M Retail Limited
Bloom	03/06/2011	4020318	B & M Retail Limited
Games Galore	29/06/2011	4020585	B & M Retail Limited
Happy Bakers	29/06/2011	4020587	B & M Retail Limited
Home Decor	29/06/2011	4020589	B & M Retail Limited
Little Bakers	29/06/2011	4020586	B & M Retail Limited
My Game	29/06/2011	4020588	B & M Retail Limited
The Candy Store	29/06/2011	4020590	B & M Retail Limited

EXECUTION VERSION

Logo	Date of Registration	Registration No	Proprietor
Hook & Reel	04/08/2011	4021118	B & M Retail Limited
Colour Match	05/09/2011	4021504	B & M Retail Limited
Storage Solutions	05/09/2011	4021502	B & M Retail Limited
The Bath Shop	05/09/2011	4021503	B & M Retail Limited
Kids Sports	21/10/2011	4022054	B & M Retail Limited
Krafty Kidz	21/10/2011	4022055	B & M Retail Limited
Sun And Fun	21/10/2011	4022053	B & M Retail Limited
Girls Club	26/01/2012	4023224	B & M Retail Limited
Made By Me	26/01/2012	4023225	B & M Retail Limited
Baby World	28/03/2012	4024135	B & M Retail Limited
Be My Baby	28/03/2012	4024134	B & M Retail Limited
Coochie Coo	03/05/2012	4024600	B & M Retail Limited
Little Laptop Learners	03/05/2012	4024601	B & M Retail Limited
World Of Gadgets	23/06/2012	4025223	B & M Retail Limited
Magic Mat	31/07/2012	4025830	B & M Retail Limited
The Dining Collection	12/09/2012	4026304	B & M Retail Limited
Laundry Fresh	12/09/2012	4026305	B & M Retail Limited

EXECUTION VERSION

Logo	Date of Registration	Registration No	Proprietor
			Limited
The Kitchen Shop	12/09/2012	4026306	B & M Retail Limited
Little Dreamerzzz	12/09/2012	4026307	B & M Retail Limited
Mayfair Co	12/09/2012	4026308	B & M Retail Limited
Tiny Steps	12/09/2012	4026309	B & M Retail Limited
Vintage Home	12/09/2012	4026310	B & M Retail Limited
Out & About	12/09/2012	4026311	B & M Retail Limited
The Gallery	12/09/2012	4026312	B & M Retail Limited
House & Home	12/09/2012	4026313	B & M Retail Limited
The Cook Shop	12/09/2012	4026314	B & M Retail Limited
Barking Mad	12/09/2012	4026315	B & M Retail Limited
Brick by Brick	15/05/2013	4029795	B & M Retail Limited
Gourmet Gift Co	15/05/2013	4029796	B & M Retail Limited
Vintage Heart Collection	15/05/2013	4029797	B & M Retail Limited
Little But Loud	15/05/2013	4029798	B & M Retail Limited
Inspired Interiors	15/05/2013	4029799	B & M Retail Limited
Heritage Collection	15/05/2013	4029800	B & M Retail Limited

165187-4-44 v4.0

- 17 -

70-40572022

EXECUTION VERSION

Logo	Date of Registration	Registration No	Proprietor
			Limited
Fabulous Fur	15/05/2013	4029801	B & M Retail Limited
Dog 1 ather	15/05/2013	4029802	B & M Retail Limited
Barking Mad (NEW!)	15/05/2013	4029803	B & M Retail Limited
Bravellous	13/11/2013	4032771	B & M Retail Limited
Healthy & Hearty	13/11/2013	4032766	B & M Retail Limited
Buster's Bites	13/11/2013	4032770	B & M Retail Limited
BOOMbeatz	13/11/2013	4032772	B & M Retail Limited
Hobbyworld	13/11/2013	4032765	B & M Retail Limited
Rock DJ	13/11/2013	4032762	B & M Retail Limited
The Natural Collection	13/11/2013	4032764	B & M Retail Limited
Office Gizmos	13/11/2013	4032763	B & M Retail Limited
Wonderful Wool	13/11/2013	4032761	B & M Retail Limited
Chicken Lickin	13/11/2013	4032769	B & M Retail Limited
Excel Travelware	13/11/2013	4032768	B & M Retail Limited
Francesco Bellini	13/11/2013	4032767	B & M Retail Limited
Cherry Crush	31/12/2013	4033564	B & M Retail Limited

165187-4-44 v4.0

- 18 -

70-40572022

EXECUTION VERSION

Logo	Date of Registration	Registration No	Proprietor
Lets Play Out	31/12/2013	4033563	B & M Retail Limited
Max Sports	31/12/2013	4033562	B & M Retail Limited
Sparkle & Shine	TBC	IBC	B & M Retail Limited
Therma chill	IBC	TBC	B & M Retail Limited
Little Music Makers	TBC	TBC	B & M Retail Limited
Olivia & Patch	TBC	TBC	B & M Retail Limited
Soft 'n' Cuddly	IBC	TBC	B & M Retail Limited

Name Mahmoud Fustok

Firm Clifford chance LLP

Room No 26s16

Telephone Number 02070061812