

MG01

Particulars of a mortgage or charge

117433/95



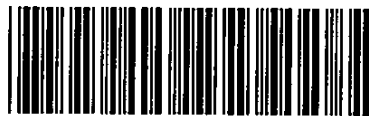
A fee is payable with this form

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 for**
You cannot use this form to register
particulars of a mortgage or charge
in England and Wales or Northern
Ireland

FRIDAY



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A27

19/10/2012

#119

COMPANIES HOUSE

For official use
Please use gov.uk

1 Company details

Company number 03997571

Company name in full BARRACUDA PUBS AND BARS LIMITED ("Obligant")

25/6

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 Date of creation of charge

Date of creation 09/10/2012

3 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 STANDARD SECURITY

4 Amount secured

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

Amount secured All sums due that will pay and discharge all
present and future obligations and liabilities
(whether actual or contingent and whether owed
jointly or severally or alone or in other capacity
whatsoever) of each present and future member of
the Group to the Security Trustee and/or the
Secured Parties or any of them pursuant to any
Finance Document (including all monies covenanted
to be paid under the Standard Security).

PLEASE SEE CONTINUATION PAGE

Continuation page

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

MG01

Particulars of a mortgage or charge

5 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 The Royal Bank of Scotland plc (as Security Trustee)

Address 36 St Andrews Square, Edinburgh

Postcode E H 2 2 Y B

Name

Address

Postcode

6 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 **ALL and WHOLE** the tenant's interest in the lease between Barracuda Propco 2 Limited (as landlord), Barracuda 2005 Limited (as guarantor) and the Obligant (as tenant) dated 28 July 2005 and registered in the Land Register of Scotland under Title Number PTH26000 (hereinafter referred to as the "**Lease**") of the premises described in and let under the terms of the Lease being the premises known as and forming subjects known as the Sandeman Building, 16 Kinnoull Street, Perth.

MG01

Particulars of a mortgage or charge

7 Particulars as to commission, allowance or discount (if any)

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

- subscribing or agreeing to subscribe, whether absolutely or conditionally, or
- procuring or agreeing to procure subscriptions, whether absolute or conditional,

for any debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered

Commission, allowance or discount

N/A

8 Delivery of instrument

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 870).

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 866). 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).

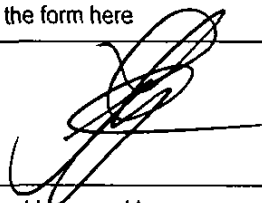
9 Signature

Please sign the form here

Signature

Signature

X



X

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

FOR AND ON BEHALF OF DLA
PIPER SCOTLAND LTD ACTING
AS AGENT OF THE ROYAL
BANK OF SCOTLAND PLC (AS
SECURITY TRUSTEE)

CHFP025

03/11 Version 5.0

MG01

Particulars of a mortgage or 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 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 RUARIDH GOODFIELD

Company name DLA Piper Scotland LLP

Address 249 West George Street

GLASGOW

Post town

County/Region

Postcode G 2 4 R B

Country

DX DX. 561481 GLASGOW

Telephone 08700 111 111



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,
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

MG01 - continuation page

Particulars of a mortgage or charge

4	Amount secured	
	Please give us details of the amount secured by the mortgage or charge	
Amount secured	<p>Definitions</p> <p>The following terms have the following meanings:</p> <p>"Delegate" means any delegate, agent, attorney or co-trustee appointed by the Security Trustee,</p> <p>"Finance Document" means each Finance Document as such term is defined in the Senior Facilities Agreement,</p> <p>"Finance Party" means the Security Trustee, the Agent or the Lender (each as defined in the Senior Facilities Agreement);</p> <p>"Group" means the Parent, the Obligant and each of their respective Subsidiaries from time to time,</p> <p>"Group Debenture" means the debenture granted by Bramwell Pubs Limited and Barracuda Pubs and Bars Limited in favour of the Royal Bank of Scotland plc (as Security Trustee) dated 27 September 2012,</p> <p>"Lender" means Original Lender, and any bank, financial institution, trust, fund or other entity which has become a Party in accordance with clause 25 (Changes to the Lenders) of the Senior Facilities Agreement;</p> <p>"Original Lender" means the Royal Bank of Scotland plc in it's capacity as Original Lender in accordance with the terms of the Senior Facilities Agreement;</p> <p>"Parent" means Bramwell Pubs Limited (company number 08186743),</p> <p>"Party" means a party to the Senior Facilities Agreement,</p> <p>"Receiver" means any administrator, receiver, receiver and manager or administrative receiver of the whole or any part of the Security Assets appointed by the Security Trustee under the Group Debenture,</p> <p>"Security Assets" means all property and assets from time to time mortgaged, charged or assigned (or expressed to be mortgaged, charged or assigned) by or pursuant to the Group Debenture;</p> <p>"Security Trustee" means the Royal Bank of Scotland plc in it's capacity as Security Trustee in accordance with the terms of the Senior Facilities Agreement;</p> <p>"Senior Facilities Agreement" means the senior sterling term facilities agreement dated on or around the date of the Standard Security and entered into between, amongst others (1)Parent, (2) the Obligant, (3) The Royal Bank of Scotland plc (as Original Lender), (4) The Royal Bank of Scotland plc (as Agent) and (5) The Royal Bank of Scotland plc (as Security Trustee), as the same may be amended, supplemented, novated and/or restated from time to time;</p> <p>"Secured Parties" means each Finance Party and any Receiver or Delegate;</p>	

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Particulars of a mortgage or charge

4

Amount secured

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

Amount secured

and

"Subsidiary" of a company or corporation means any company or corporation:

(a) which is controlled, directly or indirectly by the first-mentioned company or corporation, or

(b) more than half the issued share capital of which is beneficially owned, directly or indirectly, by the first-mentioned company or corporation, or

(c) which is a subsidiary of another subsidiary of the first-mentioned company or corporation,

and for these purposes a company or corporation shall be treated as being controlled by another if that other company or corporation is able to direct its affairs and/or to control the composition of its board of directors or equivalent body.

Any reference to the **"Obligant"**, the **"Security Trustee"** or any other **"Secured Party"** shall be construed so as to include its successors in title, permitted assignees and permitted transferees.

The **"Standard Security"**, the **"Facilities Agreement"**, any other **"Finance Document"** or any other agreement or instrument shall be construed as a reference to the Standard Security, the Senior Facilities Agreement, such other Finance Document or such other agreement or instrument as amended, supplemented, novated and/or replaced any manner from time to time (however fundamentally and even if any of the same increases the obligations of the Obligant or provides for further advances).

MG09

Certificate of registration of a charge comprising
property situated in another UK jurisdiction



✓ **What this form is for**
You may use this form to give notice
of a certificate of registration of a
charge comprising property situated
in another UK jurisdiction

X **What you
certify for
in**

information, please
guidance at
anieshouse gov uk

A2/

COMPANIES HOUSE

1

Company details

Company number 03997571
Company name in full BARRACUDA PUBS AND BARS LIMITED ("Obligant")

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

Date charge presented

Date of, and parties to,
the charge

It is hereby certified that the charge ①
Standard security by the Obligant in favour of the Royal Bank of
Scotland plc (as security trustee) over the tenant's interest in the
lease of the Sandemond Building, 16 Kinnoull Street, Perth
was presented for registration on
d0 d9 m1 m0 y2 y0 y1 y2

Jurisdiction

in ②
☒ Scotland
☐ England and Wales
☐ Northern Ireland

① As described on form MG01
'Particulars of a mortgage
or charge'
② Please tick as appropriate

3

Signature

Please sign the form here

Signature

Signature

X

X

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

FOR AND ON BEHALF OF DLA PIPER
SCOTLAND LLP ACTING AS AGENT
OF THE ROYAL BANK OF SCOTLAND
PLC (AS SECURITY TRUSTEE).

MG09

Certificate of registration of a charge comprising property situated in another UK jurisdiction



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 RUARIDH GOODFIELD

Company name DLA Piper Scotland LLP

Address 249 West George Street

GLASGOW

Post town

County/Region

Postcode

G

2

4

R

B

Country

DX DX: 561481 GLASGOW

Telephone 08700 111 111



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 shown the date of, and parties to, the charge in Section 2
- ☒ You have declared where the charge was presented for registration
- ☒ You have enclosed the form MG01 and a verified copy of the deed
- ☒ You have signed the form



Important information

Please note that all information on this form will appear on the public record



Where to send

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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,
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DX ED235 Edinburgh 1
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For companies registered in Northern Ireland.

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DX 481 N R Belfast 1



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FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY NO. 3997571

CHARGE NO. 156

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH
WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON 9
OCTOBER 2012 AND CREATED BY BRAMWELL PUBS AND
BARS LIMITED FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM EACH PRESENT AND FUTURE MEMBER
OF THE GROUP TO THE ROYAL BANK OF SCOTLAND PLC (AS
SECURITY TRUSTEE) AND/OR THE SECURED PARTIES OR ANY
OF THEM ON ANY ACCOUNT WHATSOEVER UNDER THE
TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING
OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT
TO CHAPTER 1 PART 25 OF THE COMPANIES ACT 2006 ON THE
19 OCTOBER 2012

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23 OCTOBER
2012



Companies House



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