



Registration of a Charge

Company Name: **CALA MANAGEMENT LIMITED**

Company Number: **SC013655**



Received for filing in Electronic Format on the: **21/10/2021**

XAFLXDZM

Details of Charge

Date of creation: **08/10/2021**

Charge code: **SC01 3655 0513**

Persons entitled: **DAVID ALEXANDER GARDINER
MRS ELIZABETH FRANCES GARDINER
MRS ELIZABETH AUDREY MCGREGOR
MRS VALERIE HENDERSON**

Brief description: **ALL AND WHOLE THE THREE AREAS OF GROUND SHOWN SHADED ORANGE AND SHADED ORANGE AND HATCHED BLUE ON THE PLAN ANNEXED AND SIGNED AS RELATIVE TO THE STANDARD SECURITY WHICH IS THE SUBJECT OF THIS FORM MR01; WHICH SUBJECTS FORM PART AND PORTION OF THE SUBJECTS REGISTERED IN THE LAND REGISTER OF SCOTLAND UNDER TITLE NUMBER WLN9057.**

Contains negative pledge.

Authentication of Form

This form was authorised by: **a person with an interest in the registration of the charge.**

Authentication of Instrument

Certification statement: **I CERTIFY THAT SAVE FOR MATERIAL REDACTED PURSUANT TO S.859G OF THE COMPANIES ACT 2006 THE ELECTRONIC COPY INSTRUMENT DELIVERED AS PART OF THIS APPLICATION FOR REGISTRATION IS A CORRECT COPY OF THE ORIGINAL INSTRUMENT.**

Certified by:

SHEPHERD AND WEDDERBURN LLP



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 13655

Charge code: SC01 3655 0513

The Registrar of Companies for Scotland hereby certifies that a charge dated 8th October 2021 and created by CALA MANAGEMENT LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 21st October 2021 .

Given at Companies House, Edinburgh on 21st October 2021

The above information was communicated by electronic means and authenticated by the Registrar of Companies under section 1115 of the Companies Act 2006



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

STANDARD SECURITY

by

CALA MANAGEMENT LIMITED

in favour of

DAVID A GARDINER AND OTHERS

Property: Subjects at Burgh Muir, Linlithgow



Pinsent Masons

WE, **CALA MANAGEMENT LIMITED** incorporated under the Companies Acts in Scotland with company number SC013655 and having its registered office at Adam House, 5 Mid New Cultins, Edinburgh, EH11 4DU (the "**Owner**") have entered into missives with **DAVID ALEXANDER GARDINER**, residing at 48 Craigcrook Avenue, Edinburgh, **MRS ELIZABETH FRANCES GARDINER**, residing formerly at 29 Campbell Road, Edinburgh and now at 58 Barnton Avenue, Edinburgh, **MRS ELIZABETH AUDREY MCGREGOR** residing at 4 Easter Ferrygate Park, Off Abbotsford Road, North Berwick, EH39 5DB and **MRS VALERIE HENDERSON**, residing at 16 Primrose Bank Road, Edinburgh (the "**Counterparty**") comprising (i) offer by Pinsent Masons LLP, Solicitors, Aberdeen, on our behalf, dated 17 July 2018; (ii) acceptance by Shepherd and Wedderburn LLP Solicitors, Edinburgh on behalf of the Counterparty, dated 18 July 2018; (iii) offer to vary by Pinsent Masons LLP, Solicitors, Aberdeen, on our behalf, dated 30 April 2019; (iv) acceptance of offer to vary by Shepherd and Wedderburn LLP Solicitors, Edinburgh on behalf of the Counterparty, dated 1 May 2019; (v) further offer to vary by Pinsent Masons LLP, Solicitors, Aberdeen, on our behalf, dated 18 October 2019; (vi) acceptance of further offer to vary by Shepherd and Wedderburn LLP Solicitors, Edinburgh on behalf of the Counterparty, dated 22 October 2019; (vii) further offer to vary by Shepherd and Wedderburn LLP, Solicitors, Edinburgh on behalf of the Counterparty dated 5 June 2020; (viii) acceptance of further offer to vary by Pinsent Masons LLP, Solicitors, Aberdeen, on behalf of the Owner, dated 8 June 2020; (ix) further offer to vary by Pinsent Masons LLP, Solicitors, Aberdeen on behalf of the Owner dated 27 September 2021; and (x) acceptance of further offer to vary by Shepherd and Wedderburn LLP, Solicitors, Edinburgh on behalf of the Counterparty dated 29 September 2021 (such missives as amended, novated, supplemented, extended, restated (however fundamentally and whether or not more onerously) or replaced from time to time being referred to as the "**Missives**") in respect of the Security Subjects (as defined below) and in terms of which we have undertaken inter alia to pay (First) deferred consideration to the Counterparty on the terms set out in Clause 5.1.1 (c) of the said offer dated 17 July 2018 forming part of the Missives (as subsequently varied and including the insertion of Clause 5.1.1(c) by virtue of the said offer to vary dated 18 October 2019); and (Second) overage to the Counterparty on the terms set out in Clause 18 of the said offer dated 17th July 2018 forming part of the Missives **AND DO HEREBY** in security of the performance by us of all present and future payment obligations upon us in terms of Clause 5.1.1(c) and Clauses 18 and 19 of the said offer (as subsequently varied as aforesaid) forming part of the Missives **GRANT** a Standard Security in favour

of the Counterparty over **ALL** and **WHOLE** the three areas of ground shown shaded orange and shaded orange and hatched blue on the plan annexed and signed as relative hereto (the "**Plan**"); Which subjects form part and portion of the subjects registered in the Land Register of Scotland under Title Number WLN9057 and which subjects secured are so secured together with (One) the whole buildings and other erections (if any) on them; (Two) the parts, privileges and pertinents of them; (Three) the whole rights common, mutual or sole effering to them; (Four) the fittings and fixtures in and on them and (Five) the Owner's whole right, title and interest, present and future in and to them (all referred to as the "**Security Subjects**"); The Standard Conditions specified in Schedule 3 to the Conveyancing and Feudal Reform (Scotland) Act 1970 and any lawful variation of them operative for the time being (the "**Standard Conditions**"), varied as mentioned below, apply; And we agree that the Standard Conditions are varied to the effect specified in the Schedule of Variation of Standard Conditions annexed and signed as relative hereto; And the Owner grants warrandice: **IN WITNESS WHEREOF** these presents on this and the preceding page together with the Schedule and the Plan are executed as follows:-

Subscribed for **CALA MANAGEMENT LIMITED**

at **EDINBURGH**

on **5th OCTOBER**

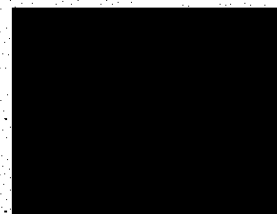
2021

GAVIN MICHAEL POPE

Print Full Name

FRASER ARTHUR JAMES HILL

Print Full Name



atory

Authorised Signatory

THIS IS THE SCHEDULE OF VARIATION OF STANDARD CONDITIONS REFERRED TO IN THE FOREGOING STANDARD SECURITY GRANTED BY CALA MANAGEMENT LIMITED IN FAVOUR OF DAVID ALEXANDER GARDINER, MRS ELIZABETH FRANCES GARDINER, MRS ELIZABETH AUDREY MCGREGOR AND MRS VALERIE HENDERSON IN RESPECT OF SUBJECTS AT BURGH MUIR (SPRINGFIELD), LINLITHGOW

1. Standard Conditions 1, 2, 4(c), 5 and 12 are delete and do not apply.
2. Standard Condition 7 shall apply as if references to the "standard conditions" therein are references to the Standard Conditions as varied hereby.
3. The Owner must not at any time during the continuance of the foregoing standard security create or agree to create a subsequent security over the Security Subjects (or any part(s) of them) without the prior written consent of the Counterparty.
4. The Counterparty consents to the Owner proceeding with the residential development of the Security Subjects (or any part(s) of them).
5. The Owner is entitled, without the consent of the Counterparty, to create servitudes, wayleaves, third party rights, burdens, title conditions, restrictions or others affecting the Security Subjects (or any part(s) of them) to the extent required to facilitate the residential development and sale of the Security Subjects (or any part(s) of them) including, without prejudice to the generality, entering into any or more of the following: planning agreements, deeds of conditions, development management schemes, and variation(s) of any of those.
6. Words and expressions used in this Schedule shall, unless the context otherwise requires, have the same meaning as words and expressions in the Conveyancing and Feudal Reform (Scotland) Act 1970 (the "**1970 Act**") (including, without prejudice to the generality, Schedule 3 to the 1970 Act).

.....
[Redacted Signature]gnatory
.....
[Redacted Signature] Authorised Signatory

This is the plan referred to in the foregoing Standard Security by CALA Management Limited in favour of David Alexander Gardiner, Mrs Elizabeth Frances Gardiner, Mrs Elizabeth Audrey McGregor and Mrs Valerie Henderson in respect of subjects at Burgh Muir (Springfield), Linlithgow

