

FRIDAY



\*SAF6MVUH\*

SCT 15/10/2021 #216

COMPANIES HOUSE

A fee is payable with this form.

# LP5(s)

## LIMITED PARTNERSHIPS ACT 1907

### Application for Registration of a Limited Partnership in Scotland

(In accordance with section 8A of the Limited Partnerships Act 1907)

Use this form to apply to register a limited partnership in Scotland

Do not use this form to apply to register a limited partnership in England, Wales or Northern Ireland (use LP5)

Do not use this form if any individual person with significant control (PSC) is applying, or has applied for protection from disclosing their details on the public record. Contact [secureforms@companieshouse.gov.uk](mailto:secureforms@companieshouse.gov.uk) to obtain the correct form

Name of firm <sup>1</sup> Project Freehold Guarantor LP (the "LP")

#### The general nature of the business

The intention of the partners in forming the LP is to carry on business in common with a view to making a profit in Scotland and elsewhere.

#### Address of the proposed principal place of business of the limited partnership (this must be in Scotland)

15 Atholl Crescent, Edinburgh, EH3 8HA

#### The term, if any, for which the limited partnership is to be entered into <sup>2</sup>

The LP shall continue until such date as it is terminated in accordance with the terms of the limited partnership agreement amongst the partners of the LP, as amended and restated from time to time.

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**People with significant control (PSC)**

Use this Part to tell us about people with significant control (either a registrable person or registrable relevant legal entity (RLE)) in respect of the LP.

Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record. You must use a separate form, which you can get by contacting us: [secureforms@companieshouse.gov.uk](mailto:secureforms@companieshouse.gov.uk)

If on registration there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the limited partnership, tick statement A and complete any relevant PSC sections.

If there will be no registrable person or RLE, tick statement B and go to signatures section.

**A**

**Statement of initial significant control <sup>1</sup>**

On registration, there will be a person who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the limited partnership.

**<sup>1</sup> Statement of initial significant control**  
If there will be a person with significant control (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections C, D & E.

Please use continuation pages if necessary.

**B**

**Statement of no PSC**

(Please tick the statement below if appropriate)

There is no person identified as a person with significant control (either a registrable person or RLE) in relation to the limited partnership.

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**Individual PSC**

**Statement about individual PSC particulars**

Please tick the box to confirm

The proposed partners confirm that the person named below as an individual PSC knows that their particulars are being supplied as part of this application.

<b>C1 Individual's details</b>									
Title									
Full forename(s)									
Surname									
Country/State of residence <sup>1</sup>									
Nationality									
Month/year of birth <sup>2</sup>	<table border="1"> <tr> <td>X</td> <td>X</td> <td>m</td> <td>m</td> <td>y</td> <td>y</td> <td>y</td> <td>y</td> </tr> </table>	X	X	m	m	y	y	y	y
X	X	m	m	y	y	y	y		

**1 Country/State of residence**  
This is in respect of the usual residential address as stated in section C4.

**2 Month and year of birth**  
Please provide month and year only. Provide full date of birth in section C3.

<b>C2 Individual's service address <sup>3</sup></b>	
Please show the individual's service address below. You must also complete the usual residential address in Section C4.	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

**3 Service address**  
This is the address that will appear on the public record. This does not have to be the individual's usual residential address.

If you provide the individual's residential address here it will appear on the public record.

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**C5**

#### Nature of control for an individual <sup>1</sup>

Please indicate the individual's nature of control over the LP.

##### Share of assets

The individual holds, directly or indirectly, the right to the following percentage of the surplus assets of the LP on a winding up (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

##### Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

##### Ownership of right to appoint/remove management

- The individual holds, directly or indirectly, the right to appoint or remove a majority of the persons entitled to take part in the management of the LP.

##### Significant influence or control (Only tick if none of the above apply)

- The individual has the right to exercise, or actually exercises, significant influence or control over the LP.

##### <sup>1</sup> Tick each that apply

Only tick the 4th statement (Significant influence or control) if none of the previous statements apply

## LP5(s)

## Application for registration of a limited partnership in Scotland

C6

**Nature of control by a firm over which the individual has significant control<sup>o</sup>**

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

- the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

- the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

**o** Tick each that apply

C7

**Nature of control by a trust over which the individual has significant control<sup>o</sup>**

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

- the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

- the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

**o** Tick each that apply

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## Relevant legal entity (RLE)

<b>D1</b>		<b>RLE details <sup>1</sup></b>
Corporate or firm name	Project Freehold Guarantor (GP) LLP	
Building name/number	15	
Street	Atholl Crescent	
Post town	Edinburgh	
County/Region		
Postcode	E H 3      8 H A	
Country	United Kingdom	
<b>D2</b>		
<b>Legal form and governing law</b>		
	Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the country/state) and its registration number in that register.	
Legal form	Limited Liability Partnership	
Governing law	Scotland	
If applicable, register in which RLE is entered <sup>2</sup>	Companies House	
Country/State <sup>2</sup>	Scotland	
Registration number <sup>2</sup>	SO307388	
<p><b><sup>1</sup> Registered or principal office address</b> This address will appear on the public record.</p> <p><b><sup>2</sup> Registration number</b> Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register.</p>		

## LP5(s)

## Application for registration of a limited partnership in Scotland

D3

Nature of control for an RLE <sup>①</sup>

Please indicate the RLE's nature of control over the LP.

**Share of assets**

The RLE holds, directly or indirectly, the right to the following percentage of the surplus assets of the LP on a winding up (tick only one):

- more than 25% but not more than 50%  
 more than 50% but less than 75%  
 75% or more

**Ownership of voting rights**

The RLE holds, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%  
 more than 50% but less than 75%  
 75% or more

**Ownership of right to appoint/remove management**

- The RLE holds, directly or indirectly, the right to appoint or remove a majority of the persons entitled to take part in the management of the LP.

**Significant influence or control (Only tick if none of the above apply)**

- The RLE has the right to exercise, or actually exercises, significant influence or control over the LP.

**① Tick each that apply**

Only tick the 4th statement (Significant influence or control) if none of the previous statements apply

D4

Nature of control by a firm over which the RLE has significant control <sup>②</sup>

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%  
 more than 50% but less than 75%  
 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%  
 more than 50% but less than 75%  
 75% or more

- the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

- the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

**② Tick each that apply**

## LP5(s)

### Application for registration of a limited partnership in Scotland

**D5**

#### Nature of control by a trust over which the RLE has significant control <sup>1</sup>

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

**1** Tick each that apply



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Other registrable person (ORP)

<b>E1</b>	<b>Person details</b>	
	An 'other registrable person' is: <ul style="list-style-type: none"> <li>• a corporation sole</li> <li>• a government or government department of a country or territory or a part of a country or territory</li> <li>• an international organisation whose members include two or more countries or territories (or their governments)</li> <li>• a local authority or local government body in the UK or elsewhere</li> </ul>	
Name of ORP	<input type="text"/> <input type="text"/>	

<b>E2</b>	<b>Principal office address <sup>1</sup></b>	
Building name/number	<input type="text"/>	<b><sup>1</sup> Principal office address</b> This address will appear on the public record.
Street	<input type="text"/>	
Post town	<input type="text"/>	
County/Region	<input type="text"/>	
Postcode	<input type="text"/>	
Country	<input type="text"/>	

<b>E3</b>	<b>Legal form and governing law</b>	
Legal form	<input type="text"/>	
	<input type="text"/>	
Governing law	<input type="text"/>	

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## Application for registration of a limited partnership in Scotland

E4

**Nature of control for an ORP <sup>①</sup>**

Please indicate the ORP's nature of control over the LP.

**Share of assets**

The ORP holds, directly or indirectly, the right to the following percentage of the surplus assets of the LP on a winding up (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

**Ownership of voting rights**

The ORP holds, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

**Ownership of right to appoint/remove management**

- The ORP holds, directly or indirectly, the right to appoint or remove a majority of the persons entitled to take part in the management of the LP.

**Significant influence or control (Only tick if none of the above apply)**

- The ORP has the right to exercise, or actually exercises, significant influence or control over the LP.

**① Tick each that apply**  
Only tick the 4th statement (Significant influence or control) if none of the previous statements apply

E5

**Nature of control by a firm over which the ORP has significant control <sup>②</sup>**

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

- the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

- the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

**② Tick each that apply**

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E6

**Nature of control by a trust over which the ORP has significant control**

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
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- 75% or more

the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

● Tick each that apply

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**F** Names and signatures

Please give the name and signature of each general partner

Name	Signature
Project Freehold Guarantor (GP) LLP	DocuSigned by: <i>Paul McLaughlin</i> 64D21F23F51E4F1... as attorney for and on behalf of Project Freehold Guarantor (GP) LLP

Please give the name, amount contributed and signature of each limited partner

Name	Amount contributed <sup>③</sup>	Signature
BIP Ulysses Blocker Ltd.	£0.74	DocuSigned by: <i>Paul McLaughlin</i> 64D21F23F51E4F1... as attorney for and on behalf of BIP Ulysses Blocker Ltd.
BIP-V Ulysses Blocker Ltd.	£0.26	DocuSigned by: <i>Paul McLaughlin</i> 64D21F23F51E4F1... as attorney for and on behalf of BIP-V Ulysses Blocker Ltd.
Freehold Blockerco Limited	£1.00	DocuSigned by: <i>Paul McLaughlin</i> 64D21F23F51E4F1... as attorney for and on behalf of Freehold Blockerco Limited

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- ❶ State the name under which the limited partnership is to be registered. This must include the appropriate name ending required by section 8B of the Limited Partnerships Act 1907.
- ❷ This begins with the date of registration.
- ❸ State the amount contributed by each limited partner, and whether paid in cash, or how otherwise.

**This form is not to be used to apply for registration of a private fund limited partnership and does not include that application (use form LP7(s)).**

**Please be aware that all information on this form except that relating to the day of birth and usual residential address of an individual PSC will be available on the public record.**

**When you have completed the form, please send to the Registrar of Companies.**

Presented by:

Brodies LLP

Presenters reference:

BIJM.PWM.ARJ1.49

**FILE COPY**



**CERTIFICATE OF REGISTRATION  
OF A  
LIMITED PARTNERSHIP**

Limited Partnership Number **SL035296**

The Registrar of Companies for Scotland, hereby certifies that

**PROJECT FREEHOLD GUARANTOR LP**

is this day registered under the Limited Partnerships Act 1907 as a Limited Partnership.

Given at Companies House, Edinburgh, on **18th October 2021**