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COMPANIES FORM No. 395

00400046
395

CHWP000

Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block lettering**Particulars of a mortgage or charge****A fee of £10 is payable to Companies House in respect of
each register entry for a mortgage or charge**

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

2

34239

Name of company

* **BRINTONS LIMITED*** insert full name
of Company

Date of creation of the charge

14 JUNE 2004

Description of the instrument (if any) creating or evidencing the charge (note 2)

**A Deed of Admission to
An Omnibus Letter of Set-Off dated 3. July 1996.....(the "Letter")**

Amount secured by the mortgage or charge

**All or any of the present and future liabilities to Lloyds TSB Bank plc ("the Bank") of the
companies listed below ("the Companies) or any of them (whether such liabilities be actual,
contingent, primary, collateral, several or joint and whether such accounts or liabilities be
denominated in sterling and/or in a currency or currencies other than sterling):****(List of companies party to
the Agreement)****See Attached**

Names and addresses of the mortgagees or persons entitled to the charge

**Lloyds TSB Bank plc
25 Gresham Street
London****30-00-02**Postcode **EC2V 7HN**Presenter's name address and
reference (if any) : **(PLM - 18097)****Lloyds TSB Bank plc
City Office
P.O. Box 72, Bailey Drive
Gillingham Business Park
Kent ME8 0LS**

Time critical reference

For official Use
Mortgage Section**A04
COMPANIES HOUSE****0571
18/06/04**

Any sum or sums for the time being standing to the credit of any one or more of any present or future accounts of the Companies or any of them with the Bank (including any accounts held in the Bank's name with any designation which includes the name(s) of the Companies or any of them) whether such accounts be denominated in sterling or in a currency or currencies other than sterling.

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

NOTE: By Clause 4 of the Letter, the Companies agreed that none of them would (without the prior written consent of the Bank) assign, mortgage, charge or otherwise confer upon any third party any right, title or interest in or to all or any of the accounts for the time being of the Companies with the Bank or any sum or sums standing to the credit of any one or more of such accounts, or agree to do any such thing, or allow any such third party right, title or interest to subsist (except in each case in favour of, or upon, the Bank).

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Date

17/6/04

On behalf of ~~company~~ [mortgagee/chargee]†

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

† delete as appropriate

Notes

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage", or "Legal charge", etc, as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his:
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- 5 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

THE SCHEDULE

PART I - The Existing Companies

<u>Name</u>	<u>Company Number</u>
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Brintons Limited	34239
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William Brinton Limited	4816713
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PART II - The Further Companies

<u>Name</u>	<u>Company Number</u>
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Oldington Leisure Limited	2579739
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Brintons Overseas Holdings Limited	1351648
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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 00034239

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF ADMISSION TO AN OMNIBUS LETTER OF SET-OFF DATED 3 JULY 1996 DATED THE 14th JUNE 2004 AND CREATED BY BRINTONS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND/OR ALL OR ANY OF THE OTHER COMPANIES NAMED THEREIN TO LLOYDS TSB BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 18th JUNE 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd JUNE 2004.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

R. R.