

MG01

Particulars of a mortgage or charge



038141/52

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 NOT for**
You cannot use this form to
register particulars of a charge for
company. To do this, please use
form MG01s

WEDNESDAY



A70 *AQ3Y6SON* 24
23/03/2011
COMPANIES HOUSE

1	Company details	For official use
Company number	0 0 8 8 6 9 5 3	→ Filing in this form Please complete in typescript or in bold black capitals All fields are mandatory unless specified or indicated by *
Company name in full	Waynes Foods Limited (the "Company")	

2	Date of creation of charge
Date of creation	^d 1 ^d 8 ^m 0 ^m 3 ^y 2 ^y 0 ^y 1 ^y 1

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	Debenture

4	Amount secured	Continuation page Please use a continuation page if you need to enter more details
Amount secured	Please give us details of the amount secured by the mortgage or charge All present and future liabilities and obligations of the Parent to the Secured Parties (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever and whether or not the Secured Parties were the original creditors in respect thereof) including without limitation interest, commission, costs, charges and expenses charged by the Security Trustee at rates agreed between it and the Parent under or in connection with any Loan Note and/or the Loan Note Instrument (the "Secured Liabilities")	

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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 William James Capper (as Security Trustee)

Address Highfields, Llantrisant, Pontyclun

Postcode C F 7 2 8 A Y

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

- 1 As continuing security for the payment of the Secured Liabilities, the Chargor with full title guarantee charges by way of first floating charge the whole of the Chargor's undertaking and assets, present and future and wherever situated, which are not for any reason effectively charged (whether in law or equity) by way of fixed security by the Debenture, including, without limitation, any heritable property of the Chargor situated in Scotland
- 2 1 The Security Trustee may at any time by notice in writing to the Chargor convert the floating charge created by the Debenture with immediate effect into a fixed charge as regards any property or assets specified in the notice if -
 - 2 1 1 the Enforcement Date has occurred,
 - 2 1 2 the Security Trustee considers that any of the Charged Property may be in jeopardy or in danger of being seized or sold pursuant to any form of legal process, or
 - 2 1 3 the Security Trustee considers that it is necessary in order to protect the priority of the Security created by or pursuant to the Debenture
- 2 2 The floating charge created by the Debenture will automatically be converted (without notice) with immediate effect into a fixed charge as regards all the undertaking and assets subject to the floating charge if -
 - 2 2 1 The Chargor creates or attempts to create any Security (other than as permitted pursuant to the terms of the Loan Notes) over any of the Charged Property, or
 - 2 2 2 Any person levies or attempts to levy any distress, execution or other process against any of the Charged Property, or
 - 2 2 3 Any corporate action, legal proceedings or other procedure or step is taken in relation to a composition, compromise, assignment or arrangement with any creditor of the Chargor and/or the Parent, or
 - 2 2 4 Any step is taken (including the presentation of a petition, the passing of a resolution or the making of an application) to appoint a liquidator, provisional liquidator, administrator or Receiver in respect of the Chargor, over all or any part of its assets, or if such person is appointed

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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

NIL

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 866)

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 870). 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

W J Capper

X

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

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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 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 **Karl Baranski**

Company name
Geldards LLP

Address **Dumfries House**

Dumfries Place

Post town **Cardiff**

County/Region

Postcode

C	F	1	0	3	Z	F
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Country

DX **33001 Cardiff 1**

Telephone **029 2023 8239**



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

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6	Short particulars of all the property mortgaged or charged	
	Please give the short particulars of the property mortgaged or charged	
Short particulars	<p>Definitions</p> <p>"Charged Property" means all the assets and undertaking of the Chargor which from time to time are, or purport to be, the subject of the security created in favour of the Security Trustee by or pursuant to the Debenture</p> <p>"Enforcement Action" means</p> <ul style="list-style-type: none"> (a) the acceleration of any Secured Liabilities or any declaration that any Secured Liabilities are prematurely due and payable or payable on demand, (b) the taking of any steps to enforce or require the enforcement of this Debenture (including the crystallisation of any floating charge), (c) the making of any demand against the Chargor or the Parent in relation to any guarantee, indemnity or other assurance against loss in respect of any Secured Liabilities, (d) the exercise of any right of set-off against the Chargor or the Parent in respect of any Secured Liabilities excluding any right of set off under a netting arrangement with the Chargor's or the Parent's clearing bank, (e) the suing for, commencing or joining of any legal or arbitration proceedings against the Chargor or the Parent to recover any Secured Liabilities, or (f) the petitioning, applying or voting for, or the taking of any steps which may lead to any administration, winding-up, insolvency or dissolution of or in relation to the Chargor or the Parent <p>"Enforcement Date" means the date on which the Security Trustee first takes Enforcement Action</p> <p>"Loan Note" means means the loan notes from time to time constituted by the Loan Note Instrument</p> <p>"Loan Note Instrument" means the loan note instrument of the Parent constituting</p> <ul style="list-style-type: none"> (a) £6,016,013 6% Tranche A secured subordinated redeemable loan notes 2012, (b) £6,015,990 6% Tranche B secured subordinated redeemable loan notes 2013 and (c) £6,015,972 6% Tranche C secured subordinated redeemable loan notes 2014 <p>"Parent" means A F Blakemore and Son Limited a company incorporated in England and Wales with registered number 00391135</p> <p>"Secured Parties" means the Secured Parties as defined in the Security Trust Deed and the Security Trustee</p> <p>"Security" means a mortgage, charge, pledge, lien or any other security interest securing any obligation of any person or any other agreement or arrangement having a similar effect</p> <p>"Security Trust Deed" means the security trust deed made between, amongst others, the Security Trustee and the Parent dated the date of this Debenture</p> <p>"Security Trustee" means William James Capper and any other person(s) appointed in his place pursuant to the terms of the Security Trust Deed</p>	



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 149518
CHARGE NO. 9**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 18 MARCH
2011 AND CREATED BY TATES LIMITED FOR SECURING ALL
MONIES DUE OR TO BECOME DUE FROM THE PARENT TO THE
SECURED PARTIES 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 23 MARCH 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 28 MARCH 2011

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Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY NO. 886953
CHARGE NO. 23

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 18 MARCH
2011 AND CREATED BY WAYNES FOODS LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
PARENT TO THE SECURED PARTIES 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 23 MARCH 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 28 MARCH 2011

DX



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES