

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

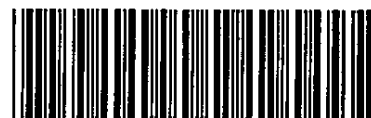
✓ What this form is for

You may use this form to register particulars of a mortgage or charge in England and Wales or Northern Ireland

X What this form is NC

You cannot use this for particulars of a charge company To do this, please form MG01s

THURSDAY



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06/01/2011

170

COMPANIES HOUSE

1 Company details

Company number	0	1	3	9	2	8	7	6
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Company name in full	Willian Sinclair Holdings Plc
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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
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Date of creation ^d0 ^d4 ^m0 ^m1 ^y2 ^y0 ^y1 ^y1

3	Description
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Please give a description of the instrument (if any) creating or evidencing the charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'

Description	A Deed of Admission to an Omnibus Guarantee and Set-Off Agreement dated 12th December 1995 (the "Agreement")
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4	Amount secured
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Please give us details of the amount secured by the mortgage or charge

Amount secured

All monies or liabilities then due or which might thereafter become due to Lloyds TSB Bank Plc (the "Bank") from either the Company or one or more of the other parties to the Agreement (other than the Bank) being at the date hereof the following Companies

William Sinclair Holdings Plc	01392876
William Sinclair Horticulture Limited	00007633
The Fyba Pot Company Limited	01827585
Sinclair Subsidiary No 1 Limited	00418845
Midland Oak UK Limited	01455241
Sinclair Pet Accessories Limited	03242850
Joseph Metcalf Limited	00221152

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

Name

Lloyds TSB Bank Plc

Address

25 Gresham Street

London

Postcode

E C 2 V 7 H N

Name

Address

Postcode

Continuation page

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

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

Any sum or sums for the time being standing to the credit of any present or future account of the Company with the Bank

NOTE By clause 14 7 of the Agreement, the Company agreed that it would not (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 of the accounts for the time being of the Company 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, or interest to subsist (except in each case in favour of, or upon, the Bank)

MG01

Particulars of a mortgage or charge

7	Particulars as to commission, allowance or discount (if any)	
	<p>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</p> <ul style="list-style-type: none"> - subscribing or agreeing to subscribe, whether absolutely or conditionally, or - procuring or agreeing to procure subscriptions, whether absolute or conditional, <p>for any debentures included in this return The rate of interest payable under the terms of the debentures should not be entered</p>	
Commission allowance or discount	Nil	
8	Delivery of instrument	
	<p>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)</p> <p>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)</p>	
9	Signature	
	Please sign the form here	
Signature	<div style="display: flex; align-items: center;"> <div style="text-align: center; margin-right: 20px;"> <p>Signature</p> <p>X</p>  </div> <div style="border: 1px solid black; padding: 5px; text-align: center;"> <p>Debbie Harrold</p> <p>Specialist Securities Officer</p> </div> <div style="text-align: center; margin-left: 20px;"> <p>X</p> </div> </div>	
	This form must be signed by a person with an interest in the registration of the charge	

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 **Gerry Smith**

Company name **Lloyds TSB Bank Plc**

City Office Securities

Address **PO Box 72**

Bailey Drive

Gillingham Business Park

Post town **Gillingham**

County/Region **Kent**

Postcode **M E 8 O L S**

Country

DX **155020 Gillingham 5**

Telephone **0207 775 2557**



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,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
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



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 1392876
CHARGE NO. 5**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEED OF ADMISSION TO AN
OMNIBUS GUARANTEE AND SET OFF AGREEMENT DATED
12TH DECEMBER 1995 (THE AGREEMENT) DATED 4 JANUARY
2011 AND CREATED BY WILLIAM SINCLAIR HOLDINGS
PUBLIC LIMITED COMPANY FOR SECURING ALL MONIES DUE
OR TO BECOME DUE FROM THE COMPANY AND/OR ALL OR
ANY OF THE COMPANIES NAMED THEREIN TO LLOYDS TSB
BANK PLC ON ANY ACCOUNT WHATSOEVER WAS
REGISTERED PURSUANT TO CHAPTER 1 PART 25 OF THE
COMPANIES ACT 2006 ON THE 6 JANUARY 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 7 JANUARY 2011



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES