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COMPANIES FORM No. 395

AC/00400101/13

395

CHWP000

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

Particulars of a mortgage or charge

A fee of £13 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

3

05217791

Name of company

* insert full name
of Company

Sphere Consumer Products Plc.

Date of creation of the charge

31st July 2008

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

FIXED AND FLOATING CHARGE

Amount secured by the mortgage or charge

ALL PRESENT AND FUTURE MONETARY AND OTHER LIABILITIES AND OBLIGATIONS NOW OR AT ANY TIME OWED OR INCURRED BY THE COMPANY TO IN OR FAVOUR OF THE SECURITY HOLDER WHETHER (1) ACTUAL OR CONTINGENT (2) LIQUIDATED OR UNLIQUIDATED (3) ARISING IN OR ACTUAL OR BY CONTRACT TORT RESTITUTION ASSIGNMENT OR BREACH OF STATUTORY DUTY AND (4) WHETHER ARISING UNDER DISCOUNTING AGREEMENT BETWEEN THE COMPANY AND THE SECURITY HOLDER OR OTHERWISE

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

RBS INVOICE FINANCE LIMITED

Smith House, Elmwood Avenue, Feltham, Middlesex

Postcode TW13 7QD

Presenter's name address and
reference (if any)

RBS INVOICE FINANCE
3RD FLOOR, ST PHILIPS
PLACE, BIRMINGHAM, B3 2RB

For official Use (02/06)
Mortgage Section

FRIDAY



A58

"A1G101WD"
01/08/2008
COMPANIES HOUSE

26

Time critical reference

Short particulars of all the property mortgaged or charged

SEE ATTACHED RIDER

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this margin

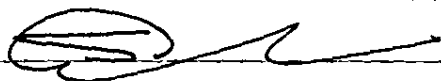
Please complete
legibly, preferably
in black type, or
bold block lettering

Particulars as to commission allowance or discount (note 3)

Nil

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

Signed



Date

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

† 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 situated 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is Companies House, Crown Way, Cardiff CF14 3UZ.

Rider

As Security for the payment of the Secured Monies, the Company with full title guarantee now gives the following mortgages and charges in favour of the Security Holder, namely:

- 2.1.1 a fixed charge by way of legal mortgage on all freehold and leasehold property owned by the Company, including but not limited to land of which the Company is registered as proprietor at HM Land Registry (details of which (if any) are set out in the third schedule to this deed);
- 2.1.2 a fixed charge on all of the following assets, whether now or in future belonging to the Company:-
- (i) the freehold and leasehold properties of the Company not effectively mortgaged under clause 2.1.1 including such as may hereafter be acquired;
 - (ii) all fixtures and fittings (including trade fixtures and fittings) and fixed plant and machinery in, on or attached to the property subject to the legal mortgage under clause 2.1.1 and all spare parts, replacements, modifications and additions for or to the same;
 - (iii) any other freehold and leasehold property which the Company shall own, together with all fixtures and fittings (including trade fixtures and fittings) and fixed plant and machinery in, on or attached to such property and all spare parts, replacements, modifications and additions for or to the same;
 - (iv) all plant and machinery and other equipment listed in the Fifth Schedule and all spare parts, replacements, modifications and additions for or to the same;
 - (v) all fixed plant and machinery, including all spare parts, replacements, modifications and additions for or to the same, not listed in the Fifth Schedule;
 - (vi) all goodwill, unpaid and/or uncalled capital of the Company;
 - (vii) all the Company's Intellectual Property;
 - (viii) all the Company's Securities;
 - (ix) all loan capital, indebtedness or liabilities on any account or in any manner owing to the Company from any Subsidiary of the Company or a member of the Company's Group;
 - (x) all amounts realised by an administrator or liquidator of the Company, upon enforcement or execution of any order of the Court under Part IV of the Insolvency Act 1986.

- 2.1 3 a fixed charge on all or any of the following assets, whether now in existence or coming into existence in the future:-
- (i) all documents of title to any item of property which at any time and for any purpose has been or may be deposited with the Security Holder;
 - (ii) the assets mentioned in the title documents referred to in the immediately preceding sub-paragraph;
 - (iii) all monies in the bank account specified in clauses 3.1 6(i) and 3.1.7 and Remittances in respect of which the Instructions to the Company's bankers have been given under clause 3.1 6(iii);
 - (iv) all Remittances in respect of the Company's Other Debts and Non-Vesting Debts which in accordance with clause 3.1 6(ii) shall be received by the person or at the address or post office box specified in that sub-clause;
 - (v) all other Remittances in respect of Other Debts and Non-Vesting Debts received by the Company pending their being dealt with in accordance with the terms of this deed or any instructions given in accordance with it;
 - (vi) any account in the name of the Company under the control of or operated in accordance with the directions of the Security Holder
- 2 1 4 a fixed charge on the company's Other Debts and Non-Vesting Debts, present and future.
- 2 1 5 a floating charge on such of the moneys present or future which the Company may receive in respect of the company's Other Debts and Non-Vesting Debts and which until any direction from the Security Holder to the contrary, shall be paid into the bank account of the Company referred to in clause 3.1 4 and which upon such payment will be released from the fixed charge thereon
- 2 1 6 A floating charge on the remainder of the undertaking, property rights and assets of the Company whatsoever and wheresoever, both present and future, not subject to the above charges



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY NO. 5217791
CHARGE NO. 3

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A FIXED & FLOATING CHARGE
DATED 31 JULY 2008 AND CREATED BY SPHERE CONSUMER
PRODUCTS PLC FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY TO RBS INVOICE
FINANCE LIMITED ON ANY ACCOUNT WHATSOEVER UNDER
THE TERMS OF THE AFOREMENTIONED INSTRUMENT
CREATING OR EVIDENCING THE CHARGE WAS REGISTERED
PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT
1985 ON THE 1 AUGUST 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 5 AUGUST 2008



Companies House
— for the record —

PS



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES