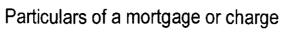
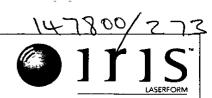
In accordance with Section 860 of the Companies Act 2006

MG01





	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	
1	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 i You cannot use this form particulars of a charge for company To do this, pleaform MG01s A03	*AJBGKTQN* 30/04/2011 274 COMPANIES HOUSE
1	Company details	For official use
Company number	0 6 8 7 3 8 0 4	→ Filling in this form
Company name in full	Barratts Shoes Limited (the "Chargor")	Please complete in typescript or in bold black capitals
		All fields are mandatory unless specified or indicated by *
2	Date of creation of charge	
Date of creation	$\begin{bmatrix} d_2 & d_7 & & \\ \end{bmatrix} \begin{bmatrix} m_0 & m_4 & \\ \end{bmatrix} \begin{bmatrix} y_2 & y_0 & \\ \end{bmatrix} \begin{bmatrix} y_1 & \\ \end{bmatrix} \begin{bmatrix} y_1 & \\ \end{bmatrix}$	
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'	
4	Amount occurred	
	Amount secured	Continuation name
	Please give us details of the amount secured by the mortgage or charge	Continuation page Please use a continuation page if you need to enter more details
Amount secured	All monies and liabilities whether actual or contingent at the date of the Deed of Admission or at any time in the future due, owing or incurred to the Bank either from or by a Company or from or by any one or more of the Companies anywhere in any manner whatsoever without limitation whether alone or jointly with any other person and in whatever style, name or form and whether as principal or surety and notwithstanding that the same may at any earlier time have been due, owing or incurred to some other person and have subsequently become due, owing or incurred to the Bank as a result of a transfer, assignment or other transaction or by operation of law, PLEASE SEE CONTINUATION SHEET	

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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	Continuation page Please use a continuation page if you need to enter more details		
Name	Lloyds TSB Bank plc (the "Bank")	•		
Address	6th Floor, 6/7 Park Row			
	Leeds			
Postcode	L S 1 N X			
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	The Chargor together with each of the Companies charged with full title guarantee its Credit Balances to the Bank to secure repayment of the Secured Obligations			
	Definitions			
	"Accounts" means all of the accounts of the Companies with the Bank at the date of the Deed of Admission and in the future whether such accounts are in the sole name of any of the Companies or in the joint names of two or more of the Companies and includes accounts in the Bank's name with any designation which includes the name(s) of any one or more of the Companies and "Account" means any one of the Accounts			
	"Companies" means all of the following companies			
	Barratts Priceless Limited (Company Number 06715847)			
	One Year Limited (Company Number 06772345)			
	Priceless Shoes Properties Limited (Company Number 06873749)			
	Priceless Shoes Limited (Company Number 06873783)			
	Two Years Limited (Company Number 06808747)			
	Barratts Shoes Properties Limited (Company Number 06873842)			
	Barratts Shoes Properties 2 Limited (Company Number 06893185)			
	Barratts Shoes Properties 3 Limited (Company Number 06897769)			
	PLEASE SEE CONTINUATION SHEET			

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Particulars of a mortgage or charge

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 N11 or discount

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 870)

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 866) 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)

Signature

Please sign the form here

Signature

X Squire , Sanders + Dempsey (UK) LLP



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

MG01

Particulars of a mortgage or charge

person(s) entitled to the charge

property mortgaged or charged
You have signed the form
You have enclosed the correct fee

You have entered the short particulars of all the

Presenter information Important information Please note that all information on this form will You do not have to give any contact information, but if appear on the public record. 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 How to pay will be visible to searchers of the public record A fee of £13 is payable to Companies House in Contact name Linda Moss respect of each mortgage or charge Company name Squire, Sanders & Dempsey Make cheques or postal orders payable to (UK) LLP 'Companies House ' Address 2 Park Lane 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: Leeds For companies registered in England and Wales: County/Region West Yorkshire The Registrar of Companies, Companies House, Postcode S Crown Way, Cardiff, Wales, CF14 3UZ DX 33050 Cardiff Country England For companies registered in Scotland DX The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 0113 284 7180 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF DX ED235 Edinburgh 1 Certificate or LP - 4 Edinburgh 2 (Legal Post) We will send your certificate to the presenter's address For companies registered in Northern Ireland if given above or to the Company's Registered Office if The Registrar of Companies, Companies House, you have left the presenter's information blank Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG Checklist DX 481 N R Belfast 1 We may return forms completed incorrectly or with information missing Further information For further information, please see the guidance notes Please make sure you have remembered the on the website at www companieshouse gov uk or following email enquiries@companieshouse gov uk ☐ The company name and number match the information held on the public Register This form is available in an You have included the original deed with this form You have entered the date the charge was created alternative format. Please visit the You have supplied the description of the instrument You have given details of the amount secured by forms page on the website at the mortgagee or chargee www.companieshouse.gov.uk You have given details of the mortgagee(s) or

In accordance with Section 860 of the Companies Act 2006

MG01 - continuation page

Particulars of a mortgage or charge

4

Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured

- Interest on all such monies and liabilities to the date of payment at such rate or rates as may from time to time be agreed between the Bank and the Companies or, in the absence of such agreement, at the rate, in the case of any amount denominated in Sterling, of two percentage points per annum above the Bank's base rate being in force at that time (or its equivalent or substitute rate), and
- Commission and other banking charges and legal, administrative and other costs, charges and expenses (on a full and unqualified indemnity basis) incurred by the Bank in enforcing or endeavouring to enforce payment of such money and liabilities whether by any Company or others and in relation to the preparation and enforcement of any security held by or offered to the Bank for such liabilities together with interest computed as provided above at point 2 on each such sum from the date that the same was incurred or fell due

(together the "Secured Obligations")

In accordance with Section 860 of the Companies Act 2006

MG01 - continuation page

Particulars of a mortgage or charge

6

Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

- Barratts Shoes Properties 4 Limited (Company Number 06897775)
- Barratts Shoes Properties 5 Limited (Company Number 06897781)
- Priceless Shoes Properties 2 Limited (Company Number 06893213)
- Priceless Shoes Properties 3 Limited (Company Number 06897547)
- Priceless Shoes Properties 4 Limited (Company Number 06897566)
- Priceless Shoes Properties 5 Limited (Company Number 06897764)
- Barratts Shoes (Jersey) Limited (Company Number 07026053)
- Priceless Shoes Properties 6 Limited (Company Number 07176539)
- Barratts Shoes Properties 6 Limited (Company Number 07193687)

(each a "Company")

"Credit Balance" means any sum standing to the credit of an Account whether in Sterling or any other currency or currency unit and the debt from time to time owing by the Bank represented by that sum and "Credit Balances" means all of them

"Sterling" means the legal currency for the time being in the United Kingdom



OF A MORTGAGE OR CHARGE

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

COMPANY NO. 6873804 CHARGE NO. 8

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF ADMISSION DATED 27 APRIL 2011 AND CREATED BY BARRATTS SHOES LIMITED 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 30 APRIL 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 5 MAY 2011

