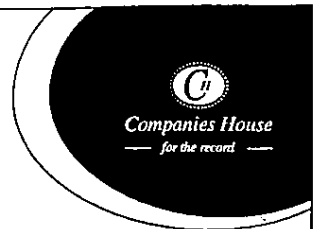


MG01

Particulars of a mortgage or charge



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 re-
particulars of a charge for a S
company. To do this, please us
form MG01s.

FRIDAY



PC1

23/10/2009

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COMPANIES HOUSE

1 Company details

Company number

6897547

Company name in full

PRICELESS SHOES PROPERTIES
3 LIMITED

4

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

Date of creation

20 10 2009

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

A Deed of Admission to
An Omnibus Guarantee and Set-Off Agreement dated 19 February 2009 (the "Agreement")

4 Amount secured

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

Amount secured

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

(List of companies party to
the Agreement)

See Attached

Continuation page

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

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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									
Address	25 Gresham Street									
	London									
Postcode	E	C	2	V		7	H	N		
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

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.

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 or any 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, title or interest to subsist (except in each case in favour of, or upon, the Bank).

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Particulars of a mortgage or charge

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 Addleshaw Goddard LLP X

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 **CAROLINE GRAY**

Company name **ADDLESHAW GADDARD LLP**

Address **100 BARBICOLL SQUARE**

Post town **MANCHESTER**

County/Region **GREATER MANCHESTER**

Postcode **M2 3AB**

Country **ENGLAND**

DX **14301 MANCHESTER**

Telephone **0161 934 6000**



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

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

Name

Company Number

Barratts Priceless Limited	06715847
One Year Limited	06772345
Two Years Limited	06808747
Priceless Shoes Properties Limited	06873749
Priceless Shoes Limited	06873783
Barratts Shoes Limited	06873804
Barratts Shoes Properties Limited	06873842
Barratts Shoes Properties 2 Limited	06893185
Barratts Shoes Properties 3 Limited	06897769
Barratts Shoes Properties 4 Limited	06897775
Barratts Shoes Properties 5 Limited	06897781
Priceless Shoes Properties 2 Limited	06893213
Priceless Shoes Properties 3 Limited	06897547
Priceless Shoes Properties 4 Limited	06897566
Priceless Shoes Properties 5 Limited	06897764
Barratts Shoes Properties (Jersey) Limited	07026053



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 6897547
CHARGE NO. 4**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEED OF ADMISSION TO AN
OMNIBUS GUARANTEE AND SET-OFF AGREEMENT DATED 20
OCTOBER 2009 AND CREATED BY PRICELESS SHOES
PROPERTIES 3 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 23 OCTOBER 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23 OCTOBER
2009





THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES