

174 892/13

In accordance with Section 860 of the Companies Act 2006

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

FRIDAY



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A20 13/07/2012 #131

COMPANIES HOUSE
for official use

1 Company details

Company number 0 8 0 0 2 4 7 3

Company name in full SUNFLEUR LIMITED (the "Company")

4
→ **Filing 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 d2 d9 m0 m6 y2 y0 y1 y2

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 made between the Company (1) and the Governor and Company of the Bank of Ireland (the "Bank") (2)

4 Amount secured

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

Amount secured Please see continuation sheet

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

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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 The Governor and Company of the Bank of Ireland (the "Bank")

Address Bow Bells House, 1 Bread Street,

London

Postcode E C 4 M 9 B E

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 Please see continuation sheet

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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

None

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 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).

9 Signature

Please sign the form here

Signature

Signature

X *Kuld Joh Wulh 26P* 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 John Nelmes

Company name Field Fisher Waterhouse

Address 35 Vine Street

Post town London

County/Region

Postcode

E	C	3	A	2	A	A
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Country UNITED KINGDOM

DX CDE 823

Telephone

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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Particulars of a mortgage or charge

4	Amount secured	
	Please give us details of the amount secured by the mortgage or charge	
Amount secured	<p>All monies and all obligations and liabilities whether actual or contingent at the date of the creation of the Debenture or thereafter due owing or incurred to each of <u>The Governor and Company of the Bank of Ireland and Bank of Ireland (UK) PLC</u> and (together "Secured Parties" and each a "Secured Party") by the Company in whatever currency denominated whether on any banking or other account or otherwise in any manner whatsoever (whether alone or jointly and in whatever style, name or form and whether as principal or surety) including, without limitation, all liabilities in connection with foreign exchange transactions, accepting, endorsing or discounting any notes or bills, or under bonds, guarantees, indemnities, documentary or other credits or any instruments whatsoever from time to time entered into by a Secured Party for or at the request of the Company and all amounts which may become payable or for which the Company may become liable under the Debenture and together with interest to the date of payment as provided in the Debenture, commission, fees and other charges and all legal and other costs, charges and expenses incurred by a Secured Party or any receiver in relation to the Company or all or any part of the property, assets and rights comprised in or subject to the charges contained in the Debenture on a full indemnity basis and all losses and damages that may be sustained, suffered or incurred by a Secured Party arising out of or in connection with any act, matter or thing done or omitted to be done by the Company under the Debenture or any document, arrangement or agreement between the Company and either Secured Party or any disclaimer of any of its contracts, agreements or arrangements or any of its liabilities or obligations to either Secured Party and also interest on such sums to the date of payment</p>	

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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

- 6 The Company charged and mortgaged with full title guarantee as a continuing security with the payment to the Bank of all monies agreed to be paid (including any expenses and charges arising out of or in connection with the acts or matters referred to in clause 12 of the Debenture) and with the discharge of all obligations and liabilities referred to in the Debenture
- (i) the Scheduled Property
 - (ii) all future freehold and leasehold property of the Company and all buildings, structures, fixtures (including trade fixtures) and fixed plant, machinery and equipment from time to time thereon
 - (iii) all present and future goodwill and connection of all businesses carried on by or on behalf of the Company, any patents, trademarks, copyrights, registered designs and similar assets or rights for the time being owned or held by the Company including all fees, royalties and other rights derived therefrom or incidental thereto and any uncalled capital for the time being of the Company
 - (iv) all book debts and other debts and all monies whatsoever for the time being due, owing or payable to the Company, (including the benefit of any judgment or order to pay a sum of money) and the benefit of any mortgages, charges, pledges, liens, right of set-off or any security interest whatsoever, howsoever created or arising, for the time being held by the Company in respect of any such debts or monies and all cash deposits in any account of the Company with any person and all bills of exchange, promissory notes and negotiable instruments of any description at any time owned or held by the Company
 - (v) all shares and marketable securities and options to acquire such shares and marketable securities for the time being owned by the Company and all rights in respect of or incidental thereto including all dividends, interest and other distributions and all accretions, benefits and advantages
 - (vi) all the right, title and interest of the Company to and in any proceeds of any present or future insurances
 - (vii) the undertaking and all other property, assets and rights of the Company whatsoever and wheresoever both present and future

The charges created by the Debenture shall as regards the property referred to at (i), (ii), (iii), (iv), (v) and (vi) above, be a first fixed charge (and as regards all those parts of the property referred to at (i) and (ii) above at the date of the creation of the charge or thereafter vested in the Company shall constitute a charge by way of legal mortgage) and shall as to the property referred to at (vii) above and to the extent any property, assets and/or rights are not or have ceased to be effectively mortgaged or charged by way of first fixed charge be a floating charge but so that the Company shall not without the consent in writing of the Bank create any mortgage, debenture, charge, pledge or any security interest whatsoever upon and so that no lien or right of set-off shall in any case or in any manner arise on or affect any part of the property described under clause 4 of the Debenture ranking either in priority to or *pari passu* with the charge created by the Debenture or which will rank after the charge contained in the Debenture



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

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

COMPANY NO. 8002473
CHARGE NO. 4

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 29 JUNE 2012
AND CREATED BY SUNFLEUR LIMITED FOR SECURING ALL
MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO
EACH OF THE GOVERNOR AND COMPANY OF THE BANK OF
IRELAND AND BANK OF IRELAND (UK) PLC (TOGETHER
"SECURED PARTIES" AND EACH A "SECURED PARTY") 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 13 JULY 2012

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17 JULY 2012

