

# MG01

## Particulars of a mortgage or charge

269986/13



**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  
particulars of a charge for a  
company. To do this, please  
form MG01s

MONDAY



A45 26/09/2011 88  
COMPANIES HOUSE

### 1 Company details

Company number 0 0 0 5 2 0 9 9 ✓  
Company name in full S A Brain & Company, Limited (the "Chargor")

3 ( ) ( ) For official use

→ **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 ✓ d1 d9 m0 m9 y2 y0 y1 y1

### 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 ✓ Floating Charge (the "Charge")

### 4 Amount secured

Please give us details of the amount secured by the mortgage or charge  
Amount secured ✓ All money and liabilities whatever, whenever and however incurred whether  
now or in the future due, or becoming due, from the Chargor to the Bank (the  
"Debt")  
All capitalised terms in this form are defined throughout this form.

**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 HSBC BANK PLC (the "Bank")

Address 8 Canada Square

London

Postcode E 1 4 5 H Q

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 the attached continuation sheet.

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### 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

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### 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).

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### Signature

Please sign the form here

Signature

Signature

X Eversheds LLP X

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

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## 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 **Joanne Canning**

Company name **Eversheds LLP**

Address **1 Callaghan Square**

Post town **Cardiff**

County/Region

Postcode 

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Country

DX **DX 33016 Cardiff**

Telephone **0845 497 9797**

### 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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)**

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## Particulars of a mortgage or charge

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### Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

1. The Chargor, with full title guarantee, and as security for the payment and discharge of the Debt, charges by way of floating charge, all the undertaking of the Chargor and all its property whatsoever and wheresoever both present and future other than the property and assets referred to in the Schedule to the Charge (replicated below). The property charged will not include any part of the same which is, for the time being, effectively charged by way of legal mortgage or fixed charge in favour of the Bank and recognised as effectively so charged under the laws of the jurisdiction in which the same is situated (collectively called the "**charged property**").

2. The Bank may, by notice in writing to the Chargor, convert the floating charge created by Clause 4 of the Charge (clause 1 above) into a fixed charge in respect of such of the property of the Chargor as may be specified in such notice. It may do so if,

(i) on the happening of any of the events mentioned in Clause 8 of the Charge; or

(ii) it appears to the Bank that such property is in danger of seizure, distress, diligence or any other form of legal process or that the same, and/or the security now created in respect of it, is otherwise in jeopardy.

In either event, the ability of the Chargor to deal in any way with such property shall cease except to the extent that the Bank may otherwise agree in writing.

3. The Chargor shall not, except with the prior written consent of the Bank:-

(a) create, or attempt to create over all or any of the charged property, any mortgage, charge, lien, pledge or other security other than the Charge; or

(b) part with, hire, lend, sell, assign or dispose of (each a "**Disposal**") all or any part of, the charged property (whether through one transaction or a series of transactions) provided that Disposals of charged property which are not subject to any fixed charge (or any floating charge which has crystallised) in favour of the Bank shall be permitted where:-

(i) they are made in the ordinary course of business of the Chargor (and Disposals which are in excess of the calculation referred to in Clause 6(b)(iii) of the Charge shall not be regarded as Disposals in the ordinary course of business),

(ii) the Chargor exchanges one asset for another comparable or superior as to type, value and quality, or

(iii) the higher of the market value or consideration receivable (when aggregated with the market value or consideration receivable for any other Disposals by the Chargor) does not exceed £5,000,000 in any financial year.

### The Schedule referred to above

1. The land known as the Depot, Former Creamery Site, Whitland, Carmarthenshire registered at HM Land Registry under title number CYM362972 together with the building or buildings erected thereon or part thereof (the "**Premises**").

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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	<p>2. All present and future equipment, plant, machinery, furniture, fittings, Installations, apparatus and other tangible movable property for the time being owned by the Chargor and situated at the Premises.</p>	



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

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

**COMPANY NO. 52099  
CHARGE NO. 31**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A FLOATING CHARGE DATED 19  
SEPTEMBER 2011 AND CREATED BY S.A.BRAIN &  
COMPANY,LIMITED FOR SECURING ALL MONIES DUE OR TO  
BECOME DUE FROM THE COMPANY TO HSBC BANK PLC ON  
ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT  
TO CHAPTER 1 PART 25 OF THE COMPANIES ACT 2006 ON THE  
26 SEPTEMBER 2011**

**GIVEN AT COMPANIES HOUSE, CARDIFF THE 27 SEPTEMBER  
2011**



*Companies House*  
— for the record —



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**

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