

MG01

U-041962/13



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

WEDNESDAY



LD4

L6QGMV0E
15/06/2011
COMPANIES HOUSE

36

1

Company details

Company number

2 3 5 2 4 3 5

Company name in full

The Hamleys Group Limited (the **Company**)

7

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

d1 d0 m0 m6 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

Guarantee and debenture between, among others, the Company and the
Security Trustee (the **Debenture**)

4

Amount secured

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

Amount secured

All obligations and liabilities of any kind
incurred by the Company from time to time or in
connection with
(1) the facilities agreement dated 30 June 2006
between, amongst others, the Company and the
Security Trustee (as defined below), as it may from
time to time be amended, restated, novated or
replaced (however fundamentally, including by an
increase of any size in the amount of the
facilities made available under it, the alteration
of the nature, purpose or period of those
facilities or the change of its parties) including
as amended and restated pursuant to the
supplemental agreement dated 10 June 2011 (the
Facilities Agreement),

{Please see continuation sheet}

Continuation page

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

MG01**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 The Royal Bank of Scotland plc (the **Security Trustee**)

Address 280 Bishopsgate

London

Postcode E C 2 M 4 R B

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

- 1) The Debenture charges all present and future assets of the Company
- 2) It creates fixed charges over all present and future assets of the Company of the following types
 - a) land, interests in land and fixtures;
 - b) plant, machinery and other equipment,
 - c) debt and equity securities and other investments;
 - d) certain material contracts,
 - e) certain material accounts;
 - f) intellectual property of all kinds;
 - g) monetary claims of any kind; and
 - h) goodwill and uncalled capital,in each case, together with all associated rights.
- 3) It creates a floating charge over all of the Company's other present and future assets
- 4) It contains an undertaking by the Company that no security interest or similar arrangement and no contractual right of set-off will exist over any of its present or future assets except for certain permitted security interests described in the Facilities Agreement

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

(2) the Debenture;

(3) any other document defined as a Finance Document in the Facilities Agreement or as a Finance Party Security Document in the Debenture; and

(4) any other document designated a Finance Document by Corporal Limited and the Security Trustee (in its capacity as Agent under the Facilities Agreement) at any time.

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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

N/A

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 NORTON ROSE 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 ALHA/LN45754

Company name Norton Rose LLP

Address 3 More London Riverside

Post town London

County/Region

Postcode S E 1 2 A Q

Country UK

DX 85 London

Telephone +44 (0)20 7283 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,
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



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 2352435
CHARGE NO. 7**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A GUARANTEE & DEBENTURE
DATED 10 JUNE 2011 AND CREATED BY THE HAMLEYS GROUP
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE COMPANY TO THE ROYAL BANK OF
SCOTLAND PLC (THE SECURITY TRUSTEE) 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 15
JUNE 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17 JUNE 2011

L.C.



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES