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COMPANIES FORM No. 395

Particulars of a mortgage or charge

157880/80

395

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

[14]

2404333

Name of company

* SWISS CUTLERY (UK) LIMITED (THE "COMPANY")

Date of creation of the charge

9 AUGUST 2004

Description of the instrument (if any) creating or evidencing the charge (note 2)

DEED OF ADMISSION TO AN OMNIBUS GUARANTEE AND SET OFF AGREEMENT DATED 14 AUGUST 2001 (THE "AGREEMENT").

Amount secured by the mortgage or charge

All moneys 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;

COMPANY NAME	COMPANY NUMBER,
Swiss Cutlery (UK) Limited	2404333,
Burton McCall Limited	2168907,
Park Rose Limited	2610531,
Direct Design Limited	2294982,
Podia Limited	4346908,
Outdoor & Sports Company Limited	988970,
Montgomery Outdoor Limited	4780042,
Bridgedale Outdoor Limited	3505733,

Names and addresses of the mortgagees or persons entitled to the charge

LLOYDS TSB BANK PLC
DEPT 9087
PO BOX 5, 4TH FLOOR
6 - 7 PARK ROW, LEEDS

Postcode LS1 5LB

Presentor's name address and reference (if any):

Eversheds LLP
Eversheds House, 70 Great
Bridgewater Street,
Manchester, M1 5ES

C/PJR/812398

Time critical reference

For official Use
Mortgage Section

Non
part

PMO
COMPANIES HOUSE
A11
COMPANIES HOUSE
A03
COMPANIES HOUSE

PH5KM00H
AC3DIY5N
A3NFXTS

0743
20 18/04
0588
01/09/04
0587
20/08/04

Any sums or sums for the time being standing to the credit of any present or future account of the Company with the Bank.

NOTE: By clause 13(e) of the Agreement, the Company agreed that it would not (without the prior written consent of the Bank) assign, mortgage, charge of otherwise confer upon any third party any right, title or interest in or to all or 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).

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block
lettering

Particulars as to commission allowance or discount (note 3)

N/A

Signed

F. Robinson
FOR EVERSHEDS LLP

Date

19 AUGUST 2004

On behalf of ~~XXXXXX~~ [mortgagee/chargee]†

A fee of £10 is
payable to
Companies House
in respect of each
register entry for a
mortgage or
charge.
(See Note 5)

Notes

† delete as
appropriate

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the Registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- 5 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF14 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 02404333

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF ADMISSION (TO AN OMNIBUS GUARANTEE AND SET OFF AGREEMENT DATED 14TH AUGUST 2001) DATED THE 9th AUGUST 2004 AND CREATED BY SWISS CUTLERY (UK) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND/OR ALL OR ANY OF THE OTHER COMPANIES NAMED THEREIN TO LLOYDS TSB BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 20th AUGUST 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 3rd SEPTEMBER 2004.

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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —