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COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

577238/546

395

CHFP025

Please do not
write in
this margin

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

*insert full name
of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

16

04176288

Name of company

* Stonegate Horizon Limited (the "Company")

Date of creation of the charge

25 July 2008

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

An Omnibus Guarantee and Set-Off Agreement between the Company and the Bank (as defined below) (the "Agreement")

Amount secured by the mortgage or charge

Please see Appendix 1 attached

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

Lloyds TSB Bank plc, 25 Gresham Street, London (the "Bank")

Postcode EC2V 7HN

Presentor's name address and
reference (if any)

Wragge & Co LLP
55 Colmore Row
Birmingham
B32AS

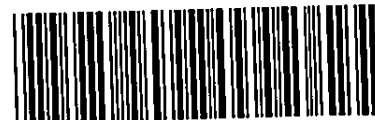
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Time critical reference

For official Use (06/2005)
Mortgage Section

Post room

TUESDAY



A11 29/07/2008 71
COMPANIES HOUSE

11347835

Short particulars of all the property mortgaged or charged

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

Negative Pledge

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)

Please refer to the original Agreement for definitions of the capitalised terms used above

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)

Nil

Signed

Wragge + Co LLP

Date

28 July 2008

On behalf of ~~{company}~~ ~~{mortgagee/chargee}~~ †

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

†delete as appropriate

Notes

- 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 situated 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is Companies House, Crown Way, Cardiff CF14 3UZ.

Appendix 1 to Form 395 in relation an Omnibus Guarantee and Set-Off Agreement

Company Name – Stonegate Horizon Limited
Company Number – 04176288

All moneys and liabilities then due or which might thereafter become due to 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

Name : ACRAMAN (474) LIMITED
Registered No : 06525806
Registered Office : One Redcliff Street, Bristol, BS1 6TP

Name : CLIFFORD KENT LIMITED
Registered No : 01019356
Registered Office : Horizon Poultry Farm, St Cleer, Liskeard, Cornwall, PL14 6EA

Name : STONEGATE FARMERS LIMITED
Registered No : 00740635
Registered Office : Whiteoaks Farm, The Old Sidings, Corsham Road, Lacock, Wiltshire, SN15 2LZ

Name : HORIZON KENT LIMITED
Registered No : 02494234
Registered Office : Horizon Farm, Tremar, Liskeard, Cornwall, PL14 6EA

Name : STONEGATE FOOD INGREDIENTS LIMITED
Registered No : 03190447
Registered Office : Whiteoaks Farm, The Old Sidings, Corsham Road, Lacock, Wiltshire, SN15 2LZ

Name : NEW DAWN GROUP LIMITED
Registered No : 01885114
Registered Office : Whiteoaks Farm, The Old Sidings, Corsham Road, Lacock, Wiltshire, SN15 2LZ

Name : THAMES VALLEY FOODS LIMITED
Registered No : 02751833
Registered Office : Whiteoaks Farm, The Old Sidings, Corsham Road, Lacock, Wiltshire, SN15 2LZ

Name : LINCOLNSHIRE CHICKENS LIMITED

Registered No : 00683377
Registered Office : Whiteoaks Farm, The Old Sidings, Corsham Road, Lacock, Wiltshire, SN15 2LZ
Name : **COUNTRYSIDE FREE RANGE EGGS LIMITED**
Registered No : 03422275
Registered Office : Whiteoaks Farm, The Old Sidings, Corsham Road, Lacock, Wiltshire, SN15 2LZ
Name : **THAMES VALLEY EGGS (PRODUCTION) LIMITED**
Registered No : 02224563
Registered Office : Whiteoaks Farm, The Old Sidings, Corsham Road, Lacock, Wiltshire, SN15 2LZ



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO 4176288
CHARGE NO. 6**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT AN OMNIBUS GUARANTEE & SET
OFF AGREEMENT DATED 25 JULY 2008 AND CREATED BY
STONEGATE HORIZON LIMITED FOR SECURING ALL MONIES
DUE OR TO BECOME DUE FROM THE COMPANY OR ANY ONE
OR MORE OF THE OTHER PARTIES TO LLOYDS TSB BANK PLC
UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT
CREATING OR EVIDENCING THE CHARGE WAS REGISTERED
PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT
1985 ON THE 29 JULY 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 30 JULY 2008

Handwritten signature



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES