

MG01

Particulars of a mortgage or charge



iris
LASERFORM

006439/13

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

WEDNESDAY



JNI

J172VGAY

18/04/2012

#2

COMPANIES HOUSE

1

Company details

Company number

0 4 1 9 5 7 4 1

Company name in full

Brand Phoenix Limited (the "Company")

3

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

02 09 2013 20 11 20

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 "Floating Charge")

4

Amount secured

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

Amount secured

The Company covenanted to pay to SHS Group Limited (the "Lender")
on demand all monies which are owed by the Company to the Lender
under the terms of the loan agreement between the Company and the
Lender dated on or about the date of the Floating Charge (the "Loan
Agreement")

In the event of the Lender making a demand in accordance with the
terms of the Loan Agreement, the Company shall pay interest accruing
from the date of such demand on the monies so demanded and on the
amount of such other liabilities at the rate for the time being agreed
between the Company and the Lender as set out in the Loan
Agreement

Continuation page

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

COMPANIES HOUSE

18 APR 2012

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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	SHS GROUP LIMITED (NI011256) (the "Lender")
Address	SHS House, 199 Airport Road West, Belfast, Co Antrim
Postcode	B T 3 9 E D
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	<p>The Company as beneficial owner hereby charges, by way of floating charge, all the undertaking and all property and assets of the Company whatsoever and wheresoever situate both present and future, including (without limitation) the uncalled capital of the Company (the "Charged Property")</p> <p>Subject to paragraph 3 below, the Lender may at any time by notice in writing to the Company convert the floating charge created hereby into a specific charge with reference to any assets specified in such notice and by way of further assurance of such specific charge the Company will promptly on receipt of such notice execute over such assets a fixed charge in favour of the Lender in such form as the Lender shall require and notwithstanding anything herein contained if the Company charges, pledges or otherwise encumbers (whether by way of fixed or floating security) any of the Charged Property or attempts to do so without the prior written consent of the Lender or if any person levies or attempts to levy any distress execution sequestration or other process against any of the Charged Property the charge hereby created over the subject thereof shall automatically without notice operate as a fixed charge instantly such event occurs</p> <p>Paragraph 2 above shall not apply by reason only of a moratorium being obtained, or anything being done with a view to a moratorium being obtained, under section 1A of the Insolvency Act 1986</p> <p>The Company shall not at any time without the prior written consent of the Lender create, extend or permit to subsist any fixed or floating security or lien (other than a lien arising by operation of law) or security interest of any kind over the Charged Property or any part thereof whether in any such case ranking in priority to or <i>pari passu</i> with the security created pursuant to the Floating Charge</p> <p>The Company shall not without the prior written consent of the Lender deal with, utilise, sell, transfer or otherwise dispose of the Charged Property or any part thereof or agree to do any of the same otherwise than in the ordinary and normal course of the Company's business</p>
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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

NIL

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  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 SUZANNE MCNEILL

Company name MCGRIGORS LLP

Address ARNOTT HOUSE

12-16 BRIDGE STREET

Post town BELFAST

County/Region

Postcode B T 1 1 L S

Country

DX DX 424 NR BELFAST1

Telephone 028 9089 4800



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



FILE COPY

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

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

COMPANY NO. 4195741
CHARGE NO. 3

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A FLOATING CHARGE DATED 29
MARCH 2012 AND CREATED BY BRAND PHOENIX LIMITED
FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM
THE COMPANY TO SHS GROUP LIMITED 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 18
APRIL 2012

GIVEN AT COMPANIES HOUSE, CARDIFF THE 25 APRIL 2012



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES