

MG01

Particulars of a mortgage or charge



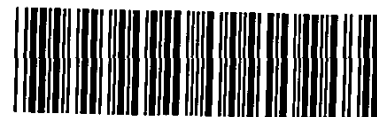
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A fee is payable with this form.
We will not accept this form unless you send the correct fee
Please see 'How to pay' on the last page

✓ **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 register
particulars of a charge for a Scottish
company. To do this, please use
form MG01s

WEDNESDAY



A1932N2R

A40

16/05/2012

#163

COMPANIES HOUSE

For official use

1 Company details

Company number 4 5 1 3 0 8 3

Company name in full Direct Group Holdings Limited (Company)

→ **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 d0 d4 m0 m5 y2 y0 y1 y2

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 Deed of Admission dated 04 May 2012 (Deed) to an Omnibus Letter of Set-Off dated 1 October
2009 (Principal Deed)

4 Amount secured

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

Amount secured

All money and liabilities whether actual or contingent (including
further advances made thereafter by the Bank (as defined below) and
secured directly or indirectly by the Deed) which then were then due
or which might become due at any time thereafter, owing or incurred
from or by the Company or any one or more of the companies listed
below (Companies) to the Bank anywhere or for which any one or
more of the Companies may be or become liable to the Bank in any
manner whatsoever without limitation (and whether alone or jointly
with any other person and in whatever style, name or form and
whether as principal or surety and notwithstanding that the same may
at any earlier time have been due, owing or incurred to some other
person and have subsequently become due, owing or incurred to the
Bank as a result of a transfer, assignment or other transaction or by
operation of law) whether in Sterling or any other currency
(Liabilities)

Cont/d

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	Lloyds TSB Bank plc (Bank)
Address	25 Gresham Street
	London
Postcode	E C 2 V 7 H N
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

Any sums or sums standing to the credit of any one or more of any present or future accounts of the Company with the Bank (including any accounts held in the Bank's name with any designation which includes the names of the Company) whether in Sterling or any other currency

NOTE By Clause 7 of the Principal Deed, the Companies agreed that they 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 any sum or sums standing to the credit of any one or more of the accounts for the time being of the Company with the Bank or otherwise dispose of any such sum or sums 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)

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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 Addleshaw Goddard 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 MORTS (13845-1863)

Company name Addleshaw Goddard LLP

Address 100 Barbirolli Square

Post town Manchester

County/Region

Postcode M 2 3 A B

Country

DX 14301 Manchester

Telephone 0161 934 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

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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

The Companies

Direct Newco Limited (company number 6290469)
Direct Group Investment Limited (company number 5433486)
Direct Group Holdings Limited (company number 4513083)
Direct Group Property Services Limited (company number 6067034)
Direct Group Limited (company number 2461657)
Millennium Insurance Brokers Limited (company number 2103848)
Direct Validation Services Limited (company number 3566382)
Direct Inspection Solutions Limited (company number 3130008)



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 4513083
CHARGE NO. 8**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEED OF ADMISSION TO AN
OMNIBUS LETTER OF SET-OFF DATED 4 MAY 2012 AND
CREATED BY DIRECT GROUP HOLDINGS LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY AND/OR ALL OR ANY OF THE COMPANIES NAMED
THEREIN TO LLOYDS TSB BANK PLC ON ANY ACCOUNT
WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1
PART 25 OF THE COMPANIES ACT 2006 ON THE 16 MAY 2012**

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22 MAY 2012



Companies House
— for the record —



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