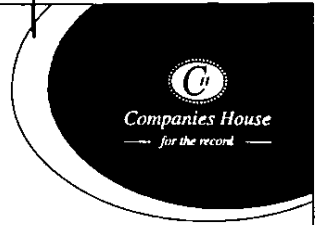


✓ 033279/13

In accordance with
Section 860 of the
Companies Act 2006

MG01

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 for
You cannot use this form to register
particulars of a mortgage or charge
for a company. To do this use
form MG01s

FRIDAY



please
go to
gov.uk

A28 *AJOF30UH* 05/11/2010 255
COMPANIES HOUSE

1 Company details

Company number 0 0 0 0 7 6 3 3

Company name in full William Sinclair Horticulture Limited

1 0 official use

→ Filing 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 ^d2 ^m1 ^m1 ^y2 ^y0 ^y1 ^y0

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 An omnibus Guarantee and Set-Off Agreement Dated 12th December 1995 (the Agreement)

4 Amount secured

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

Amount secured 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

William Sinclair Holdings Plc	01392876
William Sinclair Horticulture Limited	00007633
The Fyba Pot Company Limited	01827585
Sinclair Subsidiary No 1 Limited	00418845
(formerly Sinclair Animal & Household Care Limited)	
Midland Oak Limited	01455241
Sinclair Pet Accessories Limited	03242850
(formerly Paperdecide Limited)	
Joseph Metcalf Limited	00221152

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

Name	Lloyds TSB Bank Plc
Address	25 Gresham Street London
Postcode	E C 2 V 7 H N
Name	
Address	
Postcode	

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

6**Short particulars of all the property mortgaged or charged**

Please give the short particulars of the property mortgaged or charged

Short particulars

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

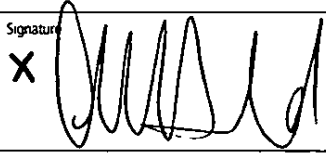
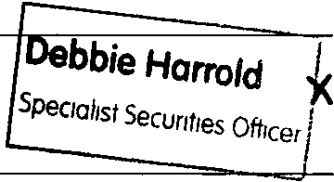
NOTE By Clause 13(e) of the Agreement, the Company agreed that it would not (without the prior written consent of the Bank) assign, mortgage, charge or otherwise confer upon any third party any right, title or interest in or to all or any of the accounts for the time being of the Company with the Bank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

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

MG01
Particulars of a mortgage or charge

7	Particulars as to commission, allowance or discount (if any)	
	<p>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</p> <ul style="list-style-type: none"> - subscribing or agreeing to subscribe, whether absolutely or conditionally, or - procuring or agreeing to procure subscriptions, whether absolute or conditional, <p>for any debentures included in this return The rate of interest payable under the terms of the debentures should not be entered</p>	
Commission allowance or discount	Nil	

8	Delivery of instrument	
	<p>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 866)</p> <p>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 870) 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)</p>	

9	Signature	
	<p>Please sign the form here</p>	
Signature	<p>Signature  </p>	
	<p>This form must be signed by a person with an interest in the registration of the charge</p>	

MG01

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 **Gerry Smith**

Company name **Lloyds TSB Bank Plc**

City Office

Address **PO Box 72, Bailey Drive,**

Gillingham Business Park

Post town **Gillingham**

County/Region **Kent**

Postcode **M E 8 O L S**

Country **England**

DX **155020 Gillingham 5**

Telephone **0207 775 2557**

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,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
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. 7633
CHARGE NO. 10

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT AN OMNIBUS GUARANTEE AND
SET-OFF AGREEMENT DATED 12TH DECEMBER 1995 DATED 2
NOVEMBER 2010 AND CREATED BY WILLIAM SINCLAIR
HORTICULTURE 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 5 NOVEMBER 2010

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8 NOVEMBER
2010

JP



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES