

014860/30

M**COMPANIES FORM No. 395****Particulars of a mortgage or charge****395**

CHFP055

A fee of £10 is payable to Companies House in respect of each registry entry for a mortgage or charge.Please do not
write in this margin

Pursuant to section 395 of the Companies Act 1985

Please complete
legibly,
preferably in
black type, or
bold block
lettering* insert full name
of company

To the Registrar of Companies

(Address overleaf - Note 6)

For official use

Company Number

2

561211

Name of Company

* NEAL'S NURSERIES LIMITED

Date of creation of the charge

28 February 2003

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

Debenture

Amount secured by the mortgage or charge

See Paper Apart 1

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

The Governor and Company of the Bank of Scotland, The Mound, Edinburgh
("the Chargee")

Postcode

EH1 1YZ

**BLUEPRINT**
Company SecretaryPresenter's name address, telephone
number and reference (if any):Iain Smith & Company
18/20 Queen's Road
Aberdeen
AB15 4ZTFor official use
Mortgage section

Post room

M

A08
COMPANIES HOUSE0140
10/03/03

*Short particulars of all the property mortgaged or charged.

See Paper Apart 2

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

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

Signed

10 Son - Co

Date

05.03.03

On behalf of [company/mortgagee/chargee]†

† 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 despatched 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, e.g. "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

NEAL'S NURSERIES LIMITED (561211)

FORM M395 DATED 5 MARCH 2003

PAPER APART 1

All or any monies and liabilities which will from time to time (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner to the Chargee by the Company, whether actually or contingently, solely or jointly and whether as principal or surety and whether or not the Chargee shall have been an original party to the relevant transaction, and including interest, discount, commission and other lawful charges or expenses which the Chargee may in the course of its business charge or incur in respect of any of those matters or for keeping the Company's account, and so that interest shall be computed and compounded according to the usual rates and practice of the Chargee as well as after and before any demand made or decree obtained under this Debenture.

PAPER APART 2

The property charged is as follows:-

(1) By way of a fixed charge:-

- (i) All future freehold and leasehold property belonging to the Company together with all buildings, fixtures (including trade and tenants fixtures), and plant and machinery which are at any time on the property;
- (ii) All the Company's goodwill and uncalled capital for the time being;
- (iii) All present and future stocks, shares and other securities owned (at law or in equity) by the Company and all rights and interest accruing or offered at any time in relation to them, all rights in interests in and claims under all policies of insurance and assurance held or to be held by or insuring to the benefit of the Company and the benefit of all rights and claims to which the Company is now or may be entitled under any contracts;
- (iv) All patents, patent applications, trade marks, trade mark applications, trading names, brand names, service marks, copyrights, rights in the nature of copyright, moral rights, inventions, design rights, registered designs, all trade secrets and know-how, computer rights, programmes, systems,

tapes, discs, software, all applications for registration of any of them and other intellectual property rights held or to be held by the Company or in which it may have an interest and the benefit of all present and future agreements relating to the use of or licensing or exploitation of any such rights (owned by the Company or others) and all present and futures fees, royalties or similar income derived from or incidental to any of the foregoing in any part of the world;

- (v) All present and future book and other debts and monetary claims of the Company whether payable now or in the future and the benefit of all present and future rights and claims of the Company against third parties relating to them and capable of being satisfied by the payment of money (save as charged under clause (1) (iv) above);
 - (vi) All present and future plant and machinery not otherwise charged under the provisions of the above and all present and future chattels of the Company (excluding any of the same for the time being forming part of the Company's stock in trade or work in progress); and
 - (vii) All present and future bank accounts, cash at bank and credit balances of the Company with any bank or other person whatsoever and all rights relating or attaching to them (including the right to interest);
2. By way of Floating Charge all the Assets not effectively otherwise charged by the provisions of the above, including (without limitation) any immoveable property of the Company in Scotland and any Assets in Scotland falling within any of the types mentioned in clause (1) (i) above, but excluding any of the Company's present freehold or leasehold property, but so that the Company is prohibited from creating any fixed security or mortgage or any other Floating Charge over the Assets having priority over or ranking pari passu with the Floating Charge created by this clause (otherwise than in favour of the Chargee) and the Company will have no power without the consent of the Chargee to part with or disclose of any part of those Assets except by way of sale in the ordinary course of its business;

Note referred to:

"Assets" means the whole of the property (including uncalled capital which is or may from time to time comprise in the property and undertaking of the Company, but excluding any of the

Company's present freehold or leasehold property vested in the Company as at the date of the Debenture.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00561211

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 28th FEBRUARY 2003 AND CREATED BY NEAL'S NURSERIES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 10th MARCH 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 13th MARCH 2003.

P. C.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES