

MG01

Particulars of a mortgage or charge

Oyez

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.

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27/11/2009

419

COMPANIES HOUSE

Company details

Company number

0 1 9 7 2 5 5 4

Company name in full

The Garden Centre Group Holdings Limited

(the "Chargor")

Filling in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

Date of creation of charge

Date of creation

01 09 2009

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

A shares mortgage between, among others, the Chargor and Bank of Scotland plc as agent and trustee for the Secured Creditors (the "Security Agent") dated 19 November 2009 (the "Deed").

COMPANIES HOUSE

27 NOV 2009

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Amount secured

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

Amount secured

All present and future obligations and liabilities (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever) of each Obligor to any Secured Creditor under any Secured Debt Finance Document, except for any obligation or liability which, if it were so included, would result in the Deed contravening any law (the "Secured Liabilities").

For definitions please see continuation page.

Continuation page

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

MG01

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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	Bank of Scotland plc (the "Security Trustee")
Address	The Mound, Edinburgh
Postcode	E H 1 1 Y Z
Name	
Address	
Postcode	

Short particulars of all the property mortgaged or charged	
Please give the short particulars of the property mortgaged or charged.	
Short particulars	<p>The Chargor charges by way of a first legal mortgage all of its Investments.</p> <p>For definitions please see continuation paper.</p>

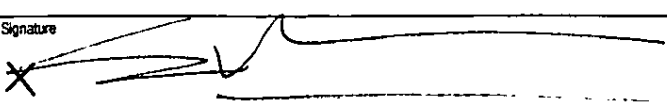
Continuation page
Please use a continuation page if you need to enter more details.

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

4	Amount secured	
	Please give us details of the amount secured by the mortgage or charge.	
Amount secured	<p>In this form MG01 the following terms shall have the following meanings:</p> <p>Hortis Facility Agreement credit agreement, originally dated 20 April 2006 as amended, restated, extended and supplemented from time to time, between (among others) The Garden Centre Group Limited (formerly known as West Coast Capital (Hortis) Group Limited), Garden Centre Holdings Limited (formerly known as West Coast Capital (Hortis) Limited) and Bank of Scotland plc as agent, security agent and lender.</p> <p>Investments means:</p> <p>(a) 1 ordinary share of £1.00 in the issued share capital of Blooms Garden Centres Limited (Company Number 03774067);</p> <p>(b) 15 ordinary shares of £0.10 in the issued share capital of Blooms of Bressingham Holdings Limited (Company Number 03892554);</p> <p>(c) 100 ordinary shares of £1.00 each in the issued share capital of The Stevenage Garden Centre Limited (Company Number 01753736);</p> <p>(d) 34,000,001 ordinary shares of £1.00 each in the issued share capital of Wyevale Acquisitions Borrower Limited (Company Number 06343583);</p> <p>(e) 1 share of £1.00 in the issued share capital of Bridgemere Nurseries Limited (Company Number 00799150); and</p> <p>(f) all other shares, stocks, debentures, bonds, warrants, coupons and other securities and investments owned by it or held by any nominee on its behalf;</p> <p>Obligor has the meaning given to it in the Hortis Facility Agreement;</p> <p>Secured Creditor means: (i) the Guaranteed Parties as defined in the New Deed of Guarantee; (ii) the Finance Parties under and as defined in the Hortis Facility Agreement; and (iii) the Finance Parties under and as defined in the WABL Facility Agreement; and</p> <p>Secured Debt Finance Documents means: (i) the New Deed of Guarantee; (ii) the Extended Finance Documents under and as defined in the Hortis Facility Agreement; and (iii) the Extended Finance Documents under and as defined in the WABL Facility Agreement.</p> <p>All other terms defined in this form MG01 shall have the meanings given to them in the Hortis Facility Agreement.</p>	

MG01

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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: <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, 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 866). 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).	
9	Signature Please sign the form here. Signature  This form must be signed by a person with an interest in the registration of the charge.	

MG01

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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

Nicholas Edwards

Company name

Dundas & Wilson CS LLP

Address

Saltire Court

20 Castle Terrace

Edinburgh

Post town

Country/Region

Postcode

E H 1 2 E N

Country

DX

Telephone

0131 228 8000



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. 1972554
CHARGE NO. 12

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SHARES MORTGAGE DATED 19
NOVEMBER 2009 AND CREATED BY THE GARDEN CENTRE
GROUP HOLDINGS LIMITED FOR SECURING ALL MONIES DUE
OR TO BECOME DUE FROM EACH OBLIGOR TO ANY SECURED
CREDITOR ON ANY ACCOUNT WHATSOEVER 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
27 NOVEMBER 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 3 DECEMBER
2009

P. Seab.



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES