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MG01

Particulars of a mortgage or charge

Oyez

A fee is payable with this form.

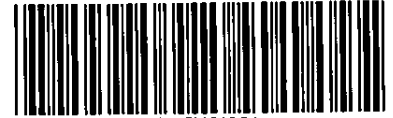
We will not accept this form unless you send the correct fee

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

WEDNESDAY



S8EX3162

SCT

10/03/2010

1350

COMPANIES HOUSE

Company details		For official use
Company number	0 1 9 7 2 5 5 4	Filing in this form Please complete in typescript or in bold black capitals All fields are mandatory unless specified or indicated by *
Company name in full	THE GARDEN CENTRE GROUP HOLDINGS LIMITED (the Chargor)	
Date of creation of charge		
Date of creation	0 1 / 0 3 / 2 0 1 0	
Description		
Description	Please give a description of the instrument (if any) creating or evidencing the charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'	
Security Agreement dated 1 March 2010 among the Chargor, The Garden Centre Group Limited and Bank of Scotland plc (acting in its capacities as Security Agent, Hortis Agent and WABL Agent) (the Deed)		
Amount secured		
Amount secured	Please give us details of the amount secured by the mortgage or charge	
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)		
Please see continuation sheet for definitions.		
		Continuation page Please use a continuation page if you need to enter more details

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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	Bank of Scotland plc (as Security Agent)
Address	The Mound, Edinburgh
Postcode	E H 1 1 Y Z
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	<p>1. Land The Chargor charges:</p> <p>1.1 by way of a first legal mortgage all of its Mortgaged Property;</p> <p>1.2 (to the extent that they are not the subject of a mortgage under paragraph 2.1.1 of the Deed) by way of first fixed charge all of its Mortgaged Property; and</p> <p>1.3 (to the extent they are not subject to an effective assignment under Clause 2.4 of the Deed) by way of first fixed charge all its rights to any Gross Rental Income in respect of the Mortgaged Property.</p> <p>2 Plant and machinery The Chargor charges by way of a first fixed charge all plant and machinery owned by it and its interest in any plant and machinery in its possession.</p> <p>3 Gross Rental Income The Chargor assigns to the Security Agent, in each case subject to a proviso for reassignment on redemption (at the Chargor's cost), all its rights to any Gross Rental Income in respect of the Mortgaged Property.</p> <p>Please see continuation for definitions.</p>
Continuation page Please use a continuation page if you need to enter more details	

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Particulars of a mortgage or charge

	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	
	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)	
	Signature Please sign the form here Signature <div data-bbox="327 1881 1141 1982"></div> 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
Sandy Grieve

Company name
Dundas & Wilson CS LLP

Address
Saltire Court

20 Castle Terrace

Edinburgh

Post town

County/Region

Postcode
E H 1 2 E N

Country

DX
DX553001 Edinburgh 18

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

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Particulars of a mortgage or charge



4	Amount secured	
	Please give us details of the amount secured by the mortgage or charge	
Amount secured	<p>In the foregoing MG01, the following terms have the following definitions:</p> <p>Hortis Facility Agreement means the 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 the Bank of Scotland plc as agent, security agent and lender.</p> <p>New Deed of Guarantee has the meaning given to it in the Hortis Facility Agreement</p> <p>Obligor means has the meaning given to it in the Hortis Facility Agreement</p> <p>Secured Creditor means</p> <ul style="list-style-type: none"> (a) the Guaranteed Parties as defined in the New Deed of Guarantee; (b) the Finance Parties under and as defined in the Hortis Facility Agreement; and (c) the Finance Parties under and as defined in the WABL Facility Agreement. <p>Secured Debt Finance Documents means.</p> <ul style="list-style-type: none"> (a) the New Deed of Guarantee; (b) the Extended Finance Documents under and as defined in the Hortis Facility Agreement; and (c) the Extended Finance Documents under and as defined in the WABL Facility Agreement. <p>WABL Facility Agreement has the meaning given to it in the Hortis Facility Agreement</p>	

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Particulars of a mortgage or charge



5 Mortgagee(s) or person(s) entitled to the charge	
Please give the name and address of the mortgagee(s) or person(s) entitled to the charge	
Name	
Address	
Postcode	
Name	
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Postcode	
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Address	
Postcode	
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Name	
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Postcode	
Name	
Address	
Postcode	

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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	<p>In the foregoing MG01, the following terms have the following definitions:</p> <p>Gross Rental Income has the meaning given to it in the Hortis Facility Agreement</p> <p>Mortgaged Property means:</p> <p>(a) all freehold and leasehold property specified in Schedule 1 (Real Property), set out in full below; and</p> <p>(b) all other estates or interests in any freehold or leasehold property owned by it and all rights under any licence or other agreement or document which gives the Chargor a right to occupy or use property.</p> <p>Please see further continuation for Schedule 1.</p>	

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Particulars of a mortgage or charge



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

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Particulars of a mortgage or charge



5

Mortgagee(s) or person(s) entitled to the charge

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge

Name	
Address	
Postcode	
Name	
Address	
Postcode	
Name	
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Postcode	
Name	
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Postcode	
Name	
Address	
Postcode	
Name	
Address	
Postcode	
Name	
Address	
Postcode	
Name	
Address	
Postcode	

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Particulars of a mortgage or charge



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Short particulars of all the property mortgaged or charged				
Please give the short particulars of the property mortgaged or charged				
Short particulars	SCHEDULE 1 REAL PROPERTY			
	<u>Property Name</u>	<u>Title Number</u>	<u>Freehold/Leasehold</u>	<u>Address</u>
	Bicester	ON278791	Leasehold	Bicester Garden Centre, Oxford Road, Bicester OX25 2NY
	Bressingham	NK230284	Freehold	Blooms Garden Centre, Low Road, Bressingham, Diss
	Cardiff	CYM370489	Leasehold	St Mellons Garden Centre, Cardiff
	Cardiff	CYM378106	Leasehold	St Mellons Garden Centre, Cardiff
	Cheltenham	GR221868	Leasehold	Jardinerie Garden Centre, Evesham Road, Bishops Cleeve, Cheltenham GL50 4SJ
	Cheltenham	GR268353	Leasehold	Jardinerie Garden Centre, Evesham Road, Bishops Cleeve, Cheltenham GL50 4SJ
	Gloucester	GR297932	Leasehold	Bath Road, Harefield Stonehouse, Gloucester GL10 3DP
	Gloucester	GR283003	Leasehold	Bath Road, Harefield Stonehouse, Gloucester GL10 3DP
	Rugby	WK426976	Leasehold	Straight Mile, Bourton, Rugby
	Solihull	WM396108	Freehold	Kenilworth Road, Hampton in Arden, Solihull B92 0LP
	Solihull	WM728160	Leasehold	Kenilworth Road, Hampton in Arden, Solihull B92 0LP
	Stevenage	HD475386	Leasehold	Stevenage Garden Centre, Graveley Road, Stevenage SG1 4AH
Swindon (2)	WT259620	Leasehold	Jardinerie Garden Centre, Studley Grange, Swindon SN4 9QT	



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. 16**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SECURITY AGREEMENT DATED 1
MARCH 2010 AND CREATED BY THE GARDEN CENTRE GROUP
HOLDINGS LIMITED FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE 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
10 MARCH 2010

GIVEN AT COMPANIES HOUSE, CARDIFF THE 16 MARCH 2010

OK. S. elb



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES