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COMPANIES FORM No. 395

395

Particulars of a mortgage or charge

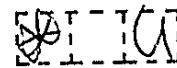
Pursuant to section 395 of the Companies Act 1985

Please complete
legibly, preferably
in black type or
bold block
lettering

*Insert full name
of company

To the Registrar of Companies

For official use Company number



2376810

Name of company

* VIRGIN RETAIL GROUP LIMITED

Date of creation of the charge

28th October 1991

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

Mortgage of Stocks and Shares

Amount secured by the mortgage or charge

All money and liabilities whether certain or contingent which then were or at any time thereafter might be due owing or incurred by the Company to the Bank anywhere on any current or other account or in any manner whatever (whether alone or jointly with any other person firm or corporation and in whatever style name or form and whether as principal or surety) together with interest on all such money and liabilities to the date of payments at such rate or rates as may from time to time be charged by the Bank in accordance with its usual practice commission and banking charges and legal and other costs charges and expenses (on a full and unqualified indemnity basis) reasonably and properly incurred by the Bank in relation to the Mortgage or in enforcing the security thereby created.

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

Lloyds Bank Plc

6/8 Eastcheap

London

Postcode

EC3M 1LL

Presentor's name, address and
reference (if any):

Cameron Markby Hewitt

Sceptre Court

40 Tower Hill

London EC3N 4BB

JHT /X2244/6219

For official use
Mortgage section

REGISTERED

30 OCT 1991

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

2,098,095 (two million ninety eight thousand and ninety five) ordinary shares of £1 par value in Virgin Retail Limited and any securities substituted therefor and all dividends or interest paid or payable at the date thereof on any such securities and all stocks shares (and the dividends or interest thereon) rights moneys or property accruing or offered at any time by way of redemption bonus preference option consolidation sub-division or otherwise to or in respect of any securities subject thereto.

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)

NIL

Signed Gwen Mackay Hewitt

Date 29/10/91

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 dispatched 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 situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
2. A description of the instrument, eg "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.

Page 2



The Solicitors' Law Stationery Society plc, Paulton House, 8 Shepherdess Walk, London N1 7LB

1985 Edition
6 89 18728
5010503

Companies M395

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

I hereby certify that a mortgage or charge dated the 28th OCTOBER 1991
and created by VIRGIN RETAIL GROUP LIMITED

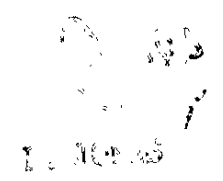
for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to LLOYDS BANK Plc

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 30th OCTOBER 1991

Given under my hand at the Companies Registration Office,
Cardiff the 5th NOVEMBER 1991

No. 2376810


an authorised officer

C.69a

PS7
BM
S/11

M

COMPANIES ACT 1985 NO. 395 *Phoned and registered*
Particulars of a mortgage or charge

395

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

M429C
M6V
For official use

Company number

2376810

Name of company

VIRGIN RETAIL GROUP LIMITED (the "company")

Date of creation of the charge

1st November 1991

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

MORTGAGE OF STOCKS AND SHARES

Amount secured by the mortgage or charge

190
All money and liabilities whether certain or contingent which then were or at any time thereafter might be due owing or incurred by the Company to the Bank anywhere on any current or other account or in any manner whatsoever whether alone or jointly with any other person firm or corporation and in whatever style name or form and whether as principal or surety together with interest on all such money and liabilities to the date of payment at such rate or rates as may from time to time be charged by the Bank in accordance with its usual practice and commission and other banking charges and legal and other costs charges and expenses (on a full and unqualified indemnity basis) incurred by the Bank in relation to this mortgage or in enforcing the security thereby created.

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

Lloyds Bank Plc

71 Lombard Street

London

Postcode

EC3P 3BS

Presentor's name address and
reference (if any):

Lloyds Bank Plc

City Office

Securities Department

72 Lombard Street

London EC3P 3BT

SECS/SAM

Time critical reference

For official Use
Mortgage Section

Post room

REGISTERED

15 NOV 1991

Pat. No. CO 395

London:
SHAW & SONS Ltd.,
Shaw's House,
Lower Sydenham,
SE26 5AE
LLY 1163

99 (ninety nine) ordinary shares of Caroline International Limited. In addition the Mortgage shall affect any securities substituted therefor and all dividends or interest paid or payable after the date thereof on any such securities and all stocks shares (and the dividends or interest thereon) rights moneys or property accruing or offered at any time by way of redemption bonus preference option consolidation sub-division or otherwise to or in respect of any securities subject thereto.

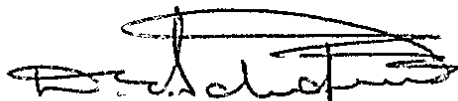
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legibly, preferably
in black type, or
bold block lettering

Particulars as to commission allowance or discount (note 3)

NIL

Signed



Date 13th November 1991

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 dispatched 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 situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "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.

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

I hereby certify that a mortgage or charge dated the 1st NOVEMBER 1991
and created by VIRGIN RETAIL GROUP LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to LLOYDS BANK Plc

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 15th NOVEMBER 1991

Given under my hand at the Companies Registration Office,
Cardiff the 22nd NOVEMBER 1991

No. 2376810

A handwritten signature in cursive script, appearing to read 'R. M. Groves'.

R. M. GROVES

an authorised officer

C.69a

P 22/11

M

COMPANIES FORM No. 395

Particulars of a mortgage or charge**395**Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

M31

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company number

☒

2376810

Name of company

* Virgin Retail Group Limited* Insert full name
of company

Date of creation of the charge

3rd February, 1992

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

Proceeds Charge

Amount secured by the mortgage or charge

See attached sheet

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

W.H. Smith Limited, Strand House, 7 Holbein Place, London

Postcode SW1 8NR

Presentor's name address and
reference (if any):Herbert Smith
Exchange House
Primrose Street
LONDON EC2A 2HS

Ref : 182/C115

For official Use
Mortgage Section

Post room

REGISTERED

04 FEB 1992

Time critical reference

Short particulars of all the property mortgaged or charged

See attached sheet

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)

Signed Herbert Smith

Date

04/02/92

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 dispatched 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 situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "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.

Please do not
write in this
binding margin

**Particulars of a mortgage or charge
(continued)**

Continuation sheet No 1
to Form No 395 and 410 (Scot)

Please complete
legibly, preferably
in block type, or
bold block lettering

Company number

2376810

Name of company

Virgin Retail Group

Limited*

*delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

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Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 6EE
TELEPHONE 01 2533030
TELEX 281010



- (A) (i) the obligations of the Chargor to make payments to the Chargee pursuant to the Warranties on the part of the Chargor contained in Schedule 1 to an Acquisition Agreement between the Chargor and the Chargee dated 17th September, 1991;
- (ii) the obligations of the Chargor to make payments to the Chargee pursuant to the Tax Covenant given by the Chargor to the Chargee in the form set out in Schedule 4 to the Acquisition Agreement; and
- (iii) the obligations of the Chargor to subscribe for shares in Virgin Retail Limited and the obligations of the Chargor to fund Virgin Retail Limited pursuant to Clauses 17.11 and 17.14 of a Joint Venture Agreement between the Chargor and the Chargee and Virgin Retail Limited dated 3rd February, 1992 in respect of any liability under the Tax Covenant referred to in (ii) above; and
- (B) all charges, commissions and legal and other expenses reasonably incurred in any manner whatsoever by the Chargee in relation to the said obligations and liabilities (including without limitation any expenses incurred by the Chargee in enforcing or otherwise attempting to recover any such obligations or liabilities on a full indemnity basis).

Note

The Charge contains restrictions on the creation of further security interests by the Chargor in or over the property the subject of the Mortgage Charge.

Please do not
write in this
binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

Please complete
legibly, preferably
in black type, or
bold block lettering

First fixed equitable charge over:-

- (A) a bank account ("the Tax Covenant Account") to be opened by the Chargor in its name with Lloyds Bank Plc (or such other bank or financial institution as the Chargor and the Chargee may from time to time agree) into which shall be paid any payments made by Virgin Retail Limited under a £5,000,000 Unsecured "A" Loan Note issued by Virgin Retail Limited;
- (B) the Credit Balance, being the total of all sums (including interest) from time to time standing to the credit of the Chargor in the Tax Covenant Account;

Provided always that the Chargor is entitled to instruct the bank with whom the Tax Covenant Account is held to make payments in discharge of any liabilities secured by the Charge.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a Proceeds Charge dated 3rd FEBRUARY 1992 and created by VIRGIN RETAIL GROUP LIMITED ("the Chargor") for securing (i) the obligations of the Chargor to make payments to W.H. SMITH LIMITED ("the Chargee") pursuant to the Warranties on the part of the Chargor contained in Schedule 1 to an Acquisition Agreement dated 17th SEPTEMBER 1991; (ii) the obligations of the Chargor to make payments to the Chargee pursuant to the Tax Covenant given in the form set out in Schedule 4 to the Acquisition Agreement; and (iii) the obligations of the Chargor to subscribe for shares in VIRGIN RETAIL LIMITED and the obligations of the Chargor to fund VIRGIN RETAIL LIMITED pursuant to Clauses 17.11 and 17.14 of a Joint Venture Agreement dated 3rd FEBRUARY 1992 in respect of any liability under the Tax Covenant referred to in (ii) above; and all other monies due or to become due from the Chargor to the Chargee under the terms of the Deed was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 4th FEBRUARY 1992.

Given under my hand at the Companies Registration Office,
Cardiff the 10th FEBRUARY 1992.

No. 2376810

M. D. BRYANT PLENTY

an authorised officer

C.69d(Rev)

8/10/2



COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

M30

To the Registrar of Companies

For official use

Company number

Please complete
legibly, preferably
in black type, or
bold block lettering

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2376810

Name of company

* Virgin Retail Group Limited

* Insert full name
of company

Date of creation of the charge

3rd February, 1992

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

Mortgage of Loan Note

Amount secured by the mortgage or charge

See attached sheet

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

W.H. Smith Limited, Strand House, 7 Holbein Place, London.

Postcode

SW1 8NR

Presentor's name address and
reference (if any):

Herbert Smith
Exchange House
Primrose Street
LONDON EC2A 2HS
Ref : 182/C115

For official Use
Mortgage Section

REGISTERED

-4 FEB 1992

Post room

Time critical reference

certificate wording
agreed with Fiona Ward (presentor)
6/2/92.

Short particulars of all the property mortgaged or charged

See attached sheet

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)

Signed

Aelbert Smits

Date

04/02/92

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 dispatched 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 situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "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.

Please do not
write in this
binding margin

Particulars of a mortgage or charge (continued)

Continuation sheet No 1
to Form No 395 and 410 (Scot)

Please complete
legibly, preferably
in black type, or
bold block lettering

Company number

2376810

*delete if
inappropriate

Name of company

Virgin Retail Group

Limited*

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

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JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 6EE
TELEPHONE 01 253 3030
TELEX 281010



- (A) (i) the obligations of the Mortgagor to make payments to the Mortgagee pursuant to the Warranties on the part of the Mortgagor contained in Schedule 1 to an Acquisition Agreement between the Mortgagor and the Mortgagee dated 17th September, 1991;
- (ii) the obligations of the Mortgagor to make payments to the Mortgagee pursuant to a Tax Covenant given by the Mortgagor to the Mortgagee in the form set out in Schedule 4 to the Acquisition Agreement between the Mortgagor and the Mortgagee dated 17th September, 1991; and
- (iii) the obligations of the Mortgagor to subscribe for shares in Virgin Retail Limited and the obligations of the Mortgagor to fund Virgin Retail Limited pursuant to Clauses 17.11 and 17.14 of a Joint Venture Agreement between the Mortgagor and the Mortgagee and Virgin Retail Limited dated 3rd February, 1992 in respect of any liability under the Tax Covenant referred to in (ii) above; and
- (B) All charges, commissions and legal and other expenses reasonably incurred in any manner whatsoever by the Mortgagee in relation to the said obligations and liabilities (including without limitation any expenses incurred by the Mortgagee in enforcing or otherwise attempting to recover any such obligations or liabilities on a full indemnity basis).

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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Assignment as a continuing security for the payment and discharge of the Secured Liabilities by way of first fixed legal mortgage of:-

- (A) A £5,000,000 Unsecured "A" Loan Note due 31st May, 2022 issued by Virgin Retail Limited;
- (B) any other securities which the Mortgagor may, with the prior written consent of the Mortgagee, from time to time substitute for the Loan Note referred to in (A) above; and
- (C) all other securities and all rights, moneys and property whatsoever which may from time to time at any time be derived from, accrue on or be offered in respect of the Loan Note referred to in (A) above or the other securities referred to in (B) above whether by way of redemption, exchange, conversion, rights, bonus, capital reorganisation or otherwise howsoever.

Note

The Mortgage contains restrictions on the creation of further security interests by the Mortgagor in or over the property the subject of the Mortgage.

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a charge over shares dated 3rd FEBRUARY 1992 and created by VIRGIN RETAIL GROUP LIMITED for securing all moneys due or to become due from the Company to W H SMITH LIMITED or VIRGIN RETAIL LIMITED under the terms of any of the secured Agreements (as defined in the deed) was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 4th FEBRUARY 1992.

Given under my hand at the Companies Registration Office,
Cardiff the 10th FEBRUARY 1992.

No. 2376810

N. S. Berkley

N. S. BERKLEY
an authorised officer

C.69d(Rev)

7/10/2



COMPANIES FORM No. 395

Particulars of a mortgage or charge**395**Please do not
write in
this margin

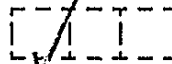
Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number



2376810

M32

Name of company

* Virgin Retail Group Limited

Date of creation of the charge

3rd February, 1992

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

Charge Over Shares

Amount secured by the mortgage or charge

See attached sheet

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

W.H. Smith Limited, Strand House, 7 Holbein Place, London

Postcode

SW1 8NR

Presentor's name address and
reference (if any):Herbert Smith
Exchange House
Primrose Street
LONDON EC2A 2HS

Ref : 182/C115

Time critical reference

For official Use

Mortgage Section

Post room

REGISTERED

- 4 FEB 1992

Short particulars of all the property mortgaged or charged

See attached sheet

Please do not
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Please complete
legibly, preferably
in black type, or
bold block lettering

Particulars as to commission allowance or discount (note 3)

Signed

Hebe A Smith

Date

04/02/92

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 dispatched 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 situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "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.

Please do not
write in this
binding margin

**Particulars of a mortgage or charge
(continued)**

Continuation sheet No 1
to Form No 395 and 410 (Scot)

Please complete
legibly, preferably
in black type, or
bold block lettering

Company number

2376810

*delete if
inappropriate

Name of company

Virgin Retail Group

Limited*

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

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Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON N1 6EE
TELEPHONE 01 253 3030
TELEX 261010



All sums which have been or at any time after the date of creation of the Charge may become due, owing or payable by the Chargor to the Chargee or Virgin Retail Limited under the Charge, an Acquisition Agreement between the Chargor and the Chargee dated 17th September, 1991, a Joint Venture Agreement between the Chargor and the Chargee and Virgin Retail Limited dated 3rd February, 1992 and a Supplemental Joint Venture Agreement between the Chargor, the Chargee, Virgin Retail Limited and Lloyds Bank Plc dated 3rd February, 1992, including, but without limitation, the amount of any claim by the Chargee against the Chargor arising out of any breach of representation, covenant or other obligation whatsoever contained in or undertaken under the above Agreements.

Please do not
write in this
binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

Please complete
legibly, preferably
in black type, or
bold block lettering

First fixed equitable charge ranking in priority subsequent only to a Mortgage in favour of Lloyds Bank Plc dated 28th October, 1991 as amended by a Deed of Release dated 3rd February, 1992 over:-

Please complete
legibly, preferably
in black type, or
bold block lettering

- (A) 1,049,048 ordinary shares of £1 each in Virgin Retail Limited beneficially owned by the Chargor (the "Original Securities") and all other shares in Virgin Retail Limited from time to time held by the Chargor;
- (B) any other securities which the Chargor may, with the prior written consent of the Chargee, from time to time substitute for all or any of the Original Securities; and
- (C) all other securities and all rights, moneys (including, without limitation, dividends) and property whatsoever which may from time to time at any time be derived from, accrue on or be offered in respect of the Original Securities or the securities referred to in (B) above whether by way of redemption, exchange, conversion, rights, bonus, capital reorganisation or otherwise howsoever (excluding any monies arising out of an exercise by the Chargor of a put option in its favour referred to in Clause 4.1 of Schedule 5 to the Joint Venture Agreement between the Chargor, the Chargee and Virgin Retail Limited dated 3rd February, 1992).

Note

The Charge contains restrictions on the creation of further security interests by the Chargor in or over the property the subject of the Charge.

FILE COPY



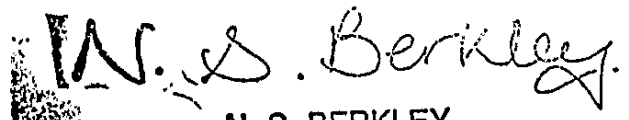
CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a Mortgage of Loan Note dated 3rd FEBRUARY 1992 and created by VIRGIN RETAIL GROUP LIMITED ("the Mortgagor") for securing (i) the obligations of the Mortgagor to make payments to W.H. SMITH LIMITED ("the Mortgagee") pursuant to the Warranties on to an Acquisition Agreement dated 17th SEPTEMBER 1991; (ii) the obligations of the Mortgagor to make payments to the Mortgagee pursuant to a Tax Covenant given in the form set out in Schedule 4 to the Acquisition Agreement dated 17th SEPTEMBER 1991; and (iii) the obligations of the Mortgagor to subscribe for shares in VIRGIN RETAIL LIMITED and the obligations of the Mortgagor to fund VIRGIN RETAIL LIMITED pursuant to Clauses 17.11 and 17.14 of a Joint Venture Agreement dated 3rd FEBRUARY, 1992 in respect of any liability under the Tax Covenant referred to in (ii) above; and all other moneys due or to become due from the Mortgagor to the Mortgagee under the terms of the Deed was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 4th FEBRUARY 1992.

Given under my hand at the Companies Registration Office,
Cardiff the 10th FEBRUARY 1992.

No. 2376810


N. S. BERKLEY
an authorised officer

C.69d(Rev)

10/2

M

COMPANIES FORM No. 403b

403b

Declaration that part of the property or undertaking charged (a) has been released from the charge; (b) no longer forms part of the company's property or undertaking

Please do not write in this margin

Pursuant to section 403(1)(b) of the Companies Act 1985

5243C

Please complete legibly, preferably in black type or, bold block lettering

To the Registrar of Companies

For official use

Company number



2376810

N

Name of company

* VIRGIN RETAIL GROUP LIMITED

* insert full name of company

RICHARD PATRICK FLYNN

I,

of 43 RANNOCH ROAD, HAMMERSMITH, LONDON W6 9SS

of

† delete as appropriate

[a director][the secretary][the administrator][the administrative receiver]† of the above company, do solemnly and sincerely declare that with respect to the charge described below the part of the property or undertaking described [has been released from the charge][has ceased to form part of the company's property or undertaking]†

‡ insert a description of the instrument(s) creating or evidencing the charge, eg 'Mortgage', 'Charge', 'Debenture' etc.

Date and description of charge ‡ Mortgage dated 28 October 1991

Date of registration ø 30 October 1991

ø the date of registration may be confirmed from the certificate

Name and address of [chargee][trustee for the debenture holders]† Lloyds Bank PLC
71 Lombard Street, London EC3P 3BS

§ insert brief details of property or undertaking no longer subject to the charge

Short particulars of property or undertaking released or no longer part of the company's property or undertaking § one million forty-nine thousand and forty-seven (1,049,047) ordinary shares of £1 each in Virgin Retail Limited.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835,

Declared at 21/23 Westbourne Square

Declarant to sign below

Unit 25, Grand Union Centre

338a, Ludlow Grove, W10

the 3rd day of April

one thousand nine hundred and ninety two

before me S. L. Arora

A Commissioner-for-Oaths or Notary-Public or Justice-of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

S. L. ARORA LLM
SOLICITOR

Presenter's name address and reference (if any):

Ref: LGM/GKW/PJRB/JRI

Freshfields
Whitefriars
65 Fleet Street
London
EC4Y 1HT

For official Use
Mortgage Section

Post room

REGISTERED

- 9 APR 1992

PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED
25 FLEET STREET
LONDON EC4A 3DF
TELEPHONE 071 554 5544
FACSIMILE 071 554 5545



M

COMPANIES FORM No. 403a

Declaration of satisfaction in full or in part of mortgage or charge

403a

Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

S 119C

Please complete
legibly, preferably
in black type or,
bold black lettering

To the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--	--

2376810

N

Name of company

* VIRGIN RETAIL GROUP LIMITED

* insert full name
of company

I, JANICE SUSAN COOK
of 3 HOLLYWOOD GARDENS, HAYES, MIDDLESEX UB4 ODX

† delete as
appropriate

‡ insert a description
of the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.

§ the date of
registration may be
confirmed from the
certificate

§ insert brief
details of
property

[a director][the secretary][the administrator][the administrative receiver]† of the above company, do
solemnly and sincerely declare that the debt for which the charge described below was given has been
paid or satisfied in [full][part]‡

Date and Description of charge† Mortgage dated 1 November 1991

Date of Registrations 15 November 1991

Name and address of [chargee][trustee for the debenture holders] Lloyds Bank plc
71 Lombard Street, London EC3P 3BS

Short particulars of property charged§ Ninety-nine Ordinary Shares of £1 par value
in the capital of Caroline International Limited.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

Declared at 72/74 Notting Hill Gate
London W11

Declarant to sign below

the 8th day of June
one thousand nine hundred and ninety two
before me [Signature]

Janice Cook

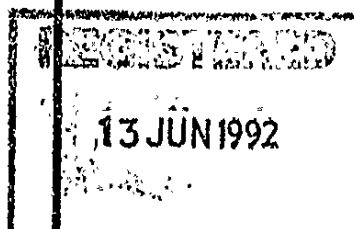
A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

16/6
Presentor's name address and
reference (if any):

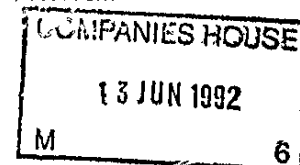
Freshfields
65 Fleet Street
London EC4Y 1HS

(Ref: PJRB/MAF)

For official Use
Mortgage Section



Post room



M

COMPANIES FORM No. 403a

Declaration of satisfaction in full or in part of mortgage or charge

403a

Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

S 1205

Please complete
legibly, preferably
in black type or,
bold block lettering

To the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--	--

2376810

N

Name of company

* VIRGIN RETAIL GROUP LIMITED

* insert full name
of company

JANICE SUSAN COOK

† delete as
appropriate

‡ insert a description
of the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.

§ the date of
registration may be
confirmed from the
certificate

§ insert brief
details of
property

I, JANICE SUSAN COOK
of 3 HOLLYWOOD GARDENS, HAYES, MIDDLESEX UB4 ODX
[a director][the secretary][the administrator][the administrative receiver]† of the above company, do
solemnly and sincerely declare that the debt for which the charge described below was given has been
paid or satisfied in [full][part]‡

Date and Description of charge‡ Mortgage dated 28 October 1991Date of Registration§ 30 October 1991Name and address of [chargee][trustee for the debenture holders] Lloyds Bank plc71 Lombard Street, London EC3P 3BS

Short particulars of property charged§ Two million, ninety-eight thousand and
ninety-five ordinary shares of £1 each in the capital of Virgin Retail Limited

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

Declared at 72/74 Notting Hill Gate
London W11

Declarant to sign below

the 8th day of June
one thousand nine hundred and ninety two
before me [Signature]

Janice Cook

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

Presentor's name address and
reference (if any):

Freshfields
65 Fleet Street
London EC4Y 1HS

(Ref: PJRB/MAF)

For official Use
Mortgage Section

13 JUN 1992

Post room

COMPANIES HOUSE
13 JUN 1992
M 6

16/6.

M**Particulars of a mortgage or charge****395**

Pursuant to section 395 of the Companies Act 1985

Please do not write
in this margin.

To the Registrar of Companies

M473C

For official use

		7
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Company number

2376810

Name of company

Virgin Retail Group Limited (the "Company")

Date of creation of the charge

5th March 1993

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

Mortgage of Shares in Virgin Retail Limited (the "Mortgage")

Amount secured by the mortgage or charge

The payment on demand of all money and liabilities whether certain or contingent which now are or at any time hereafter may be due owing or incurred from the Company:

- (i) to Lloyds Bank Plc ("Lloyds") pursuant to a loan agreement dated 5th March 1993 whereupon Lloyds agreed to make available to the Company a loan of up to £12,500,000 upon and subject to the terms thereof;
- (ii) to The Bank of Nova Scotia ("BNS") pursuant to a loan agreement dated 5th March 1993 whereby BNS agreed to make available to the Company a loan of up to £12,500,000.

Name(s) and address(es) of the mortgagee(s) or person(s) entitled to the charge

14B
Lloyds Bank Plc, ("Lloyds") 6-8 Eastcheap, London, EC3M 1LL acting as trustee for itself and for The Bank of Nova Scotia ("BNS") of Scotia House, 33 Finsbury Square, London EC2M 1BB.

Presentor's name address and reference (if any):

Cameron Markby Hewitt
Sceptre Court
40 Tower Hill
London

NSOB/X2244/6896

Time critical reference

For official Use
Mortgage Section

Post room

12 MAR 1993

COMPANIES HOUSE

12 MAR 1993

M

70

Short particulars of all the property mortgaged or charged

- (1) 1,049,048 (one million forty nine thousand and forty eight) ordinary shares of £1 par value in Virgin Retail Limited (the "Shares");
- (2) any securities substituted for the Shares;
- (3) all dividends or interest paid or payable after 5th March 1993 on any such securities and all stocks and shares owned at any time by the Company in Virgin Retail Limited and all stocks and shares and dividends or interest thereon, rights moneys or property accruing or offered at any time by way of redemption bonus preference option consolidation sub-division or otherwise to or in respect of the securities subject to the mortgage; and
- (4) any proceeds of the sale of the Shares to W H Smith Limited ("WHS") pursuant to the terms of a Joint Venture Agreement between the Company, Virgin Retail Limited, and WHS dated 3rd February 1992 as varied by a Supplemental Agreement between the Company, Virgin Retail Limited, Lloyds and WHS dated 5th March 1993.

Particulars as to commission allowance or discount

N/A

Signed Cameron Marking HewittDate 11/3/93On 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 dispatched 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 situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "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 This form should be addressed to:

Mortgage Section
PO Box 716
Companies House
Crown Way
CARDIFF CF4 3YA



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

I hereby certify that a mortgage or charge dated the 5th MARCH 1993
and created by VIRGIN RETAIL GROUP LIMITED


for securing all moneys due or to become due from the Company to LLOYDS
BANK PLC AS AGENT AND TRUSTEE FOR ITSELF AND THE BANK OF NOVA SCOTIA
PURSUANT TO THE TERMS OF THE RELEVANT LOAN AGREEMENT

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 12th MARCH 1993

Given under my hand at the Companies Registration Office,
Cardiff the 17th MARCH 1993

No. 2376810

VX 17 3 93


an authorised officer

C.69

M

Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985

Please do not write
in this margin

To the Registrar of Companies

m 472c

For official use

Company number

2376810

Name of company

VIRGIN RETAIL GROUP LIMITED ("the Company")

Date of creation of the charge

5th March 1993

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

Assignment of Debt

Amount secured by the mortgage or charge

The payment of all sums owing by the Company:

1. to Lloyds Bank Plc ("Lloyds") pursuant to a loan agreement dated 5th March 1993 whereby Lloyds agreed to make available to the Company a loan of up to £12,500,000 upon and subject to the terms thereof.
2. to The Bank of Nova Scotia ("BNS") pursuant to a loan agreement dated 5th March 1993 whereby BNS agreed to make available to the Company a loan of up to £12,500,000 upon and subject to the terms thereof.

Name(s) and address(es) of the mortgagee(s) or person(s) entitled to the charge

143
Lloyds Bank Plc ("Lloyds") 6-8 Eastcheap London EC3M 1LL as agent and trustee for itself and The Bank of Nova Scotia ("BNS") of Scotia House 33 Finsbury Square London EC2M 1BB

Presenter's name address and reference (if any):

Cameron Markby Hewitt
Sceptre Court
40 Tower Hill
London EC3N 4BB

NSOB/X2244/6896

Time critical reference

For official Use
Mortgage Section

Post room

12 MAR 1993

COMPANIES HOUSE
12 MAR 1993
M 70

All the Company's right title and interest in under and to all monies whether principal, interest or other sums (but excluding interest which will only become due or owing after 5th March 1993) which were owing as at 5th March 1993 or which thereafter may be due or owing by Virgin Retail Europe N.V. to the Company and the full benefit of all rights and remedies relating thereto.

✓

Particulars as to commission allowance or discount

N/A

Signed Cameron Mackay Hewitt

Date 11/3/93

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 dispatched 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 situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "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 of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- 5 This form should be addressed to:

Mortgage Section
PO Box 716
Companies House
Crown Way
CARDIFF CF4 3YA

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

I hereby certify that a mortgage or charge dated the 5th MARCH 1993
and created by VIRGIN RETAIL GROUP LIMITED

for securing all moneys due or to become due from the Company to LLOYDS
BANK PLC AS AGENT AND AS TRUSTEE FOR ITSELF AND THE BANK OF NOVA SCOTIA
PURSUANT TO THE TERMS OF THE RELEVANT LOAN AGREEMENT

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 12th MARCH 1993

Given under my hand at the Companies Registration Office,
Cardiff the 17th MARCH 1993

No. 2376810

Dr 17.3.93

A handwritten signature in dark ink, appearing to read 'R. M. Groves'.

R. M. GROVES
an authorised officer

C.69

M

Please do not write
in this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

* Full name of
company

COMPANIES FORM No.395

Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

☒ u 9

Company number

2376810

Name of company

* Virgin Retail Group Limited (the "Company")

Date of creation of the charge

31.1.94

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

Assignment of Debt

Amount secured by the mortgage or charge

All monies outstanding by the Company to Lloyds Bank Plc and to The Bank of Nova Scotia pursuant to Loan Agreements dated 5th March 1993.

4 FEB 1994

Name(s) and address(es) of the mortgagee(s) or person(s) entitled to the charge

Lloyds Bank Plc, 6-8 Eastcheap, London EC3M 1LL as agent and trustee for itself and The Bank of Nova Scotia of Scotia House, 33 Finsbury Square, London EC2M 1BB

Presentor's name address and reference (if any):

Cameron Markby Hewitt
Sceptre Court
40 Tower Hill
London EC3N 4BB

NSOB/X2244/7302

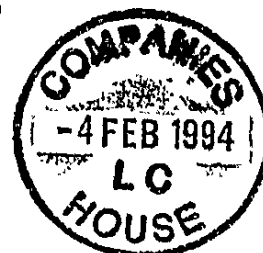
Time critical reference

For official use
Mortgage Section

REGISTERED

4 FEB 1994

Post room



particulars of all the property mortgaged or charged

Please do not write
in this margin

All the Company's right, title and interest in under and to all monies whether principal, interest or other sums which were owing as at 31st January 1994 or which thereafter may be due or owing by Virgin Retail (BVI) Limited to the Company and the full benefit of all rights and remedies relating thereto.

Please complete
legibly, preferably
in black type, or
bold block lettering

Particulars as to commission allowance or discount (note 3)

Nil

Signed Canon Markby Hewitt

Date 3/2/1994

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 dispatched 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 situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "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 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF4 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02376810

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ASSIGNMENT OF DEBT DATED THE 31st JANUARY 1994 AND CREATED BY VIRGIN RETAIL GROUP LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO LLOYDS BANK PLC UNDER THE TERMS OF THE LOAN AGREEMENTS DATED 5th MARCH 1993 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 4th FEBRUARY 1994.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th FEBRUARY 1994.


D. JENKINS

for the Registrar of Companies



C O M P A N I E S H O U S E

HC026B

Page 2/2

Particulars of a mortgage or charge

395

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write in
this margin

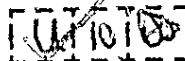
Pursuant to section 395 of the Companies Act 1985

M7

To the Registrar of Companies

For official use

Company number



2376810

Please complete
legibly, preferably
in black type, or
bold block lettering

Name of company

* Virgin Retail Group Limited (the "Company")

* Insert full name
of company

Date of creation of the charge

12th September, 1994

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

Supplemental Deed dated 12th September, 1994 supplemental to
a Mortgage of Shares in Virgin Retail Limited dated 5th
March, 1993 (as so supplemented, the "Mortgage")

Amount secured by the mortgage or charge

The payment on demand of all money and liabilities whether certain or
contingent which now are or at any time hereafter may be due owing or
incurred from the Company:-

- (i) to Lloyds Bank Plc ("Lloyds") pursuant to a loan agreement dated
5th March, 1993, as amended from time to time, whereby Lloyds
agreed to make available to the Company a loan of up to
£12,500,000 upon and subject to the terms thereof;
- (ii) to The Bank of Nova Scotia ("BNS") pursuant to a loan agreement
dated 5th March, 1993, as amended from time to time, whereby BNS
agreed to make available to the Company a loan of up to
£12,500,000 upon and subject to the terms thereof.

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

Lloyds Bank Plc, 6-8 Eastcheap, London EC3M 1LL acting as trustee for
itself and for The Bank of Nova Scotia of Scotia House, 33 Finsbury
Square, London

Postcode

EC2M 1BB

Presentor's name address and
reference (if any):

Slaughter and May,
35 Basinghall Street,
London,
EC2V 5DB.
KIH/MTL

For official Use

Mortgage Section

12 SEP 1994

Post room

KLO *K5Z5S4LA* 1922
COMPANIES HOUSE 12/09/94

Time critical reference

Short particulars of all the property mortgaged or charged

1. 1,049,048 (one million forty nine thousand and forty eight) ordinary shares of £1 par value in Virgin Retail Limited;
2. any substituted securities;
3. all dividends or interest paid or payable after 5th March 1993 on any such securities and all stocks and shares owned at any time by the Company in Virgin Retail Limited whether such stock and shares are issued to the Company or otherwise acquired by the Company and all stocks and shares (and the dividends or interest thereon) rights moneys or property accruing or offered at any time by way of redemption bonus preference option consolidation sub-division or otherwise to or in respect of any securities subject to the Mortgage; and
4. any proceeds of the sale of the securities to W H Smith Limited ("WHS") pursuant to the terms of a Joint Venture Agreement between the Company, Virgin Retail Limited and WHS dated 3rd February, 1992 as varied by a Supplemental Agreement between the Company, Virgin Retail Limited, Lloyds and WHS dated 5th March, 1993 and as each has been further amended by two amendment agreements dated 31st May, 1994 and 3rd March, 1994 respectively.

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

Signed Steyn and May Date 12th September, 1994

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 dispatched 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 situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02376810

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SUPPLEMENTAL DEED DATED THE 12th SEPTEMBER 1994 AND CREATED BY VIRGIN RETAIL GROUP LIMITED FOR SECURING AND FOR AMENDING THE TERMS OF A MORTGAGE DATED 5th MARCH 1993 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 12th SEPTEMBER 1994.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15th SEPTEMBER 1994 .

A handwritten signature in dark ink, appearing to read 'J. P. Duggan'.

J. P. DUGGAN

for the Registrar of Companies





Please do not
write in
this margin

COMPANIES FORM No. 395

395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

RN

Please complete
legibly, preferably
in black type or
bold block
lettering

*Insert full name
of company

To the Registrar of Companies

For official use Company number

111111

2376810

Name of company

* VIRGIN RETAIL GROUP LIMITED (the "Company")

Date of creation of the charge

24th February, 1995

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

Please see attached Schedule 1

Amount secured by the mortgage or charge

Please see attached Schedule 1

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

Please see attached Schedule 1

Postcode

5.4.95
B 4
Page 1

Presentor's name, address and
reference (if any).

Slaughter and May,
35 Basinghall Street,
London, EC2V 5DB.

PHS/MLT

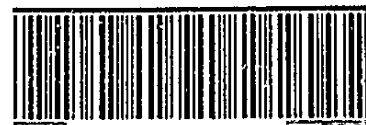
Time critical reference

For official use
Mortgage section

REGISTERED

- 7 MAR 1995

Post room



PHO *P0QA600V* 732

COMPANIES HOUSE 07/3/95

COMPANIES HOUSE 07/03/95

Short particulars of all the property mortgaged or charged

Please see attached Schedule 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

Signed



Date 6th March 1995

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 dispatched 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 situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
2. A description of the instrument, eg "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.

Page 2


PARTICULARS OF A MORTGAGE OR CHARGE

Virgin Retail Group Limited

Company Number: 2376810

Schedule 1

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

 Supplemental Deed dated 24th February, 1995 supplemental to a Mortgage of Shares in Virgin Retail Limited dated 5th March, 1993 (as amended by a Supplemental Deed dated 12th September, 1994 and, as so supplemented by each Supplemental Deed, the "Mortgage").

Amount secured by the mortgage or charge


The payment on demand of all money and liabilities whether certain or contingent which now are or at any time hereafter may be due owing or incurred from the Company:-

- (i) to Lloyds Bank Plc ("Lloyds") pursuant to a Loan Agreement ("Lloyds Loan Agreement") dated 5th March, 1993, as amended from time to time, whereby Lloyds agreed to make available to the Company a loan of up to £12,500,000 upon and subject to the terms thereof;
- (ii) to The Bank of Nova Scotia ("BNS") pursuant to a Loan Agreement dated 5th March, 1993, as amended from time to time, whereby BNS agreed to make available to the Company a loan of up to £12,500,000 upon and subject to the terms thereof;
- (iii) to Lloyds and BNS pursuant to the Mortgage; and
- (iv) to Lloyds other than under the Lloyds Loan Agreement.

Name(s) and address(es) of the mortgagee(s) or person(s) entitled to the charge

Lloyds Bank Plc, 6-8 Eastcheap, London, EC3M 1LL acting as trustee for itself and for The Bank of Nova Scotia of Scotia House, 33 Finsbury Square, London, EC2A 1BB.

Schedule 2Short particulars of all the property mortgaged or charged

- (1) 1,049,048 (one million forty nine thousand and forty eight) ordinary shares of £1 par value in Virgin Retail Limited (the "Shares");
 - (2) any securities substituted for the Shares;
 - (3) all dividends or interest paid or payable after 5th March, 1993 on the Shares or on any such substituted securities and all stocks and shares owned at any time by the Company in Virgin Retail Limited whether such stocks and shares are issued to the Company or otherwise acquired by the Company and all stocks and shares (and the dividends or interest thereon) rights moneys or property accruing or offered at any time by way of redemption bonus preference option consolidation sub-division or otherwise to or in respect of any securities subject to the Mortgage; and
 - (4) any proceeds of the sale of the securities to WH Smith Limited ("WHS") pursuant to the terms of a Joint Venture Agreement between the Company, Virgin Retail Limited, Lloyds and WHS dated 3rd February, 1992 as varied by a Supplemental Agreement between the Company, Virgin Retail Limited, Lloyds and WHS dated 5th March, 1993 and as each has been further amended by two amendment agreements dated 31st May, 1994 and 3rd March, 1994 respectively and as the Supplemental Agreement has been further amended by an agreement dated 22nd February, 1995.
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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 02376810

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SUPPLEMENTAL DEED DATED THE 24th FEBRUARY 1995 AND CREATED BY VIRGIN RETAIL GROUP LIMITED FOR SECURING ALL MONIES AND LIABILITIES DUE OR TO BECOME DUE FROM THE COMPANY TO LLOYDS BANK PLC AND TO THE BANK OF NOVA SCOTIA PURSUANT TO A LOAN AGREEMENT DATED 5 MARCH 1993 AS AMENDED FROM TIME TO TIME WHEREBY THE BANKS AGREED TO MAKE AVAILABLE TO THE COMPANY A LOAN OF UP TO £12,500,000 UNDER THE TERMS THEREOF TO LLOYDS AND THE BANK OF NOVA SCOTIA PURSUANT TO THE MORTGAGE; AND TO LLOYDS OTHER THAN UNDER THE LLOYDS LOAN AGREEMENT, WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 1st APRIL 1995.

GIVEN AT COMPANIES HOUSE CARDIFF THE 4th APRIL 1995.

J. M. Evans

J. M. EVANS

for the Registrar of Companies

This certificate has been cancelled in favour of a new certificate of registration issued on 20th APRIL 1995.

Approved.



COMPANIES HOUSE

LC
SC
7/4

HC0268

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02376810

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SUPPLEMENTAL DEED DATED THE 24th FEBRUARY 1995 AND CREATED BY VIRGIN RETAIL GROUP LIMITED FOR SECURING ALL MONIES AND LIABILITIES DUE OR TO BECOME DUE FROM THE COMPANY PURSUANT TO TWO LOAN AGREEMENTS EACH DATED 5TH MARCH 1993 (IN EACH CASE AS AMENDED FROM TIME TO TIME) PURSUANT TO THE MORTGAGE DATED 5TH MARCH 1993 (AS AMENDED FROM TIME TO TIME) AND TO LLOYDS BANK PLC OTHER THAN UNDER THE LOAN AGREEMENT REFERRED TO ABOVE RELATING TO A LOAN MADE AVAILABLE BY LLOYDS BANK PLC WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 7th MARCH 1995.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20th APRIL 1995.

A handwritten signature in cursive script, appearing to read 'R. M. Groves'.

R. M. GROVES

for the Registrar of Companies



C O M P A N I E S H O U S E

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