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CHFP041

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in black type or
bold block
lettering

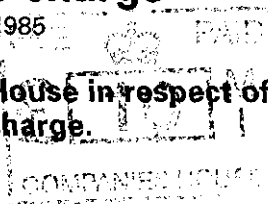
* Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

A fee of £10 is payable to Companies House in respect of
each register entry for a mortgage or charge.



395

To the Registrar of Companies
(Address overleaf - Note 6)

For official use Company number

Name of company

113

3978908

*** ENGLISH WINES PLC**

Date of creation of the charge

24 April 2002

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

DEBENTURE

Amount secured by the mortgage or charge

All moneys obligations and liabilities (actual or contingent, present or future) from time to time due,
owing or incurred by the Company to the Lender including (but not limited to) pursuant to the terms
and conditions of a loan agreement between the parties of even date.

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

ENGLISH WINES GROUP PLC (Company No 4362181) of Tenterden Vineyard Park, Small Hythe,
Tenterden, Kent

Postcode TN30 7NG

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

Thomson Snell & Passmore
3 Lonsdale Gardens
Tunbridge Wells TN1 1NX
DX 3914 Tunbridge Wells 1

For official use
Mortgage section

Post room



A33
COMPANIES HOUSE

0288
30/04/02

Time critical reference

Short particulars of all the property mortgaged or charged

Fixed charges over all freehold and leasehold property, book and other debts, winestock and other stock-in-trade, security instruments, intellectual property rights, goodwill and uncalled capital and Insolvency Act realisations and a floating charge over the Company's undertaking and other property assets and rights not secured by the aforementioned fixed charges

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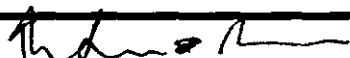
Please complete legibly, preferably in black type or bold block lettering

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed



Date 26/4/02

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. Cheques and Postal Orders are to be made payable to **Companies House**.
6. The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff 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. 03978908

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 24th APRIL 2002 AND CREATED BY ENGLISH WINES PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ENGLISH WINES GROUP PLC ON ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 30th APRIL 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 3rd MAY 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

*DT
Raw*



Companies House

— for the record —