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legibly, preferably
in black type or
bold block
lettering

* Insert full name
of company

COMPANIES FORM No. 395

026233/156

Particulars of a mortgage or charge

395

A fee of £13 is payable to Companies House in respect of
each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

21

04118745

Name of company

*Country Homes and Gardens plc(the "Company")

Date of creation of the charge

3 April 2007

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

Legal Charge (the "Charge")

Amount secured by the mortgage or charge

The Secured Liabilities

See Paper Apart 1 for Definitions

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

The Governor and Company of the Bank of Scotland ("BoS")

The Mound, Edinburgh

Postcode EH1 1YZ

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

Dundas & Wilson CS LLP
Saltire Court
20 Castle Terrace
Edinburgh EH1 2EN

Time critical reference

KAY/CLP/BOS001 3445

For official use (02/2006)

Mortgage Section

Post room

THURSDAY



A11MQOU6

A48

19/04/2007

234

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

See Paper Apart 2

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bold block
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A fee 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)

N/A

Signed

Date

18/4/01

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 situated 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. 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.

This is the Paper Apart 1 referred to in the foregoing Companies House Form 395 relative to the Legal Charge by Country Homes and Gardens plc in favour of The Governor and Company of the Bank of Scotland dated 3 April 2007

In Paper Apartments 1 and 2 the following shall mean -

"Borrower" shall mean Country Homes and Gardens plc, a company incorporated in England and Wales (Company Number 05353940) and having its Registered Office at 656 Reading Road, Winnersh, Reading, Berkshire RG41 5HE,

"BoS" shall mean The Governor and Company of the Bank of Scotland, incorporated by Act of Parliament and having its Head Office at The Mound, Edinburgh, EH1 1YZ and also any person

- (i) who claims any title to or interest in the Charge from BoS
- (ii) to whom BoS's interest in all or part of the Charge is transferred, or
- (iii) to whom the business of BoS is transferred,

"Charge" shall mean the legal charge by the Borrower in favour of BoS dated 3 April 2007 and any mortgage or charge created at any time over any interest in the Property to secure the repayment of the Secured Liabilities to BoS,

"Conditions" shall mean BoS's Commercial Charge Conditions (2006 Edition),

"Expense" or "Expenses" shall mean the total of the following

- (i) any commission and other charges which BoS may from time to time charge to the Borrower in the ordinary course of BoS's business in respect of the Secured Liabilities or any service provided by BoS to the Borrower,
- (ii) any costs, charges, premiums, fees and expenses incurred from time to time by BoS or the Receiver under these Conditions and which are either repayable by the Borrower under these Conditions or are incurred in the exercise by BoS or the Receiver of their powers under these Conditions,
- (iii) any costs, charges and expenses incurred by BoS or the Receiver in connection with BoS or the Receiver doing anything to protect the Charge or to obtain possession of or sell or deal (in any other way allowed by these Conditions) with the Property,

together with Value Added Tax upon such sums where appropriate,

"Owner" means any and every person (whether the Borrower or otherwise) who has granted a Charge to BoS as security for the Secured Liabilities and also

- (i) the Owner's successors and personal representatives, and
- (ii) any person to whom the Owner's interest in all or part of the Property has been transferred or otherwise disposed of without such interest first being released from the effect of the Charge,

"Property" shall mean the leasehold property known as Ongar Garden Centre, Ongar Road, Kelvedon Hatch, Essex registered at the Land Registry under Title Number EX560849,

"Receiver" shall mean an administrative receiver, receiver and manager or other receiver appointed by BoS pursuant to the Charge in respect of the Owner or of all or any part of the Property,

"Rental Sums" shall mean means all rents, profits, income, fees and other sums at any time payable by any lessees, underlessees, tenants or licensees of the Property to the Owner pursuant to the terms of any agreements for lease, leases, underleases, tenancies or licences to which all or any part of the Property is subject but not any sums payable in respect of services provided to such lessees, underlessees, tenants or licensees or payable in respect of insurance premiums or reasonable professional fees or expenses

"Secured Liabilities" shall mean all or any money and liabilities which shall from time to time (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner to BoS by the Borrower, whether actually or contingently, solely or jointly and whether as principal or surety (or guarantor or cautioner) including any money or liabilities of the Borrower to a third party which have been assigned or novated to or otherwise vested in BoS and including discount, commission and other lawful charges or expenses which BoS may in the course of its business charge or incur in respect of any of those matters or for keeping the Borrower's account, together with Interest upon them and Expenses relating to them,

This is the Paper Apart 2 referred to in the foregoing Companies House Form 395 relative to the Legal Charge by Country Homes and Gardens plc in favour of The Governor and Company of the Bank of Scotland dated 3 April 2007

The Borrower with full title guarantee charges as security for the Secured Liabilities -

- 1 by way of legal mortgage the Property together with all present and future buildings and fixtures (including trade and tenant's fixtures) which are at any time on or attached to the Property,
- 2 by way of fixed charge any goodwill relating to the Property or the business or undertaking conducted at the Property,
- 3 by way of fixed charge all plant, machinery and other items attached to and forming part of the Property on or at any time after the date of this Charge,
- 4 by way of assignment the Rental Sums together with the benefit of all rights and remedies of the Borrower relating to them to hold to BoS absolutely subject to redemption upon repayment of the Secured Liabilities,
- 5 by way of fixed charge all rights and interests in and claims made under any insurance policy relating to any of the property charged under this Charge, and
- 6 if the Borrower is a company (which shall include an industrial and provident society registered under the Industrial and Provident Society Acts) by way of floating charge all unattached plant, machinery, chattels and goods now or at any time after the date of this Charge on or in or used in connection with the Property or the business or undertaking conducted at the Property

See Paper Apart 1 for Definitions

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04118745

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 3rd APRIL 2007 AND CREATED BY COUNTRY HOMES AND GARDENS PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ON ANY ACCOUNT WHATSOEVER 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 19th APRIL 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24th APRIL 2007.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —