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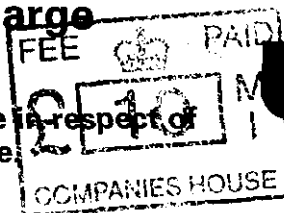
HSBC 120 x 12

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

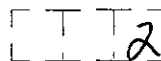
Please do not
write in
this margin

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

* Insert full name
of company

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

For official use Company number



4362181

Name of company

* ENGLISH WINES GROUP PLC

Date of creation of the charge

3 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 and liabilities which shall for the time being be due owing or incurred to the mortgagee by the Company whether actually or contingently and whether solely or jointly with any other person and whether as principal or surety and including interest, discount commission or other lawful charges and expenses which the mortgagee may in the course of its business charge in respect of any of the matters aforesaid

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

Barclays Bank plc of 54 Lombard Street, London

Postcode EC3P 3AH

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

Time critical reference



A31
COMPANIES HOUSE

AP8129P8

0460
05/04/02

Short particulars of all the property mortgaged or charged

Fixed and floating charge over all of the Company's property, assets and undertaking; including (but not limited to) fixed charges over all freehold and leasehold property and book and other debts and a floating charge over the Company's undertaking and all its other property, assets and rights whatsoever and wheresoever present or future.

Please do not write in this margin

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)

Signed



Date

3/4/02

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. 04362181

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 3rd APRIL 2002 AND CREATED BY ENGLISH WINES GROUP PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 5th APRIL 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th APRIL 2002.

DT
RE



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES