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CHFP025

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

*insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

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

3111

05768508

Name of company

* Country and Town House Limited (the "Chargor")

Date of creation of the charge

✓ 30 September 2009

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

Q- Debenture (the "Debenture")

Amount secured by the mortgage or charge

L
10. All or any money obligations and liabilities whether actual or contingent,
whether owed jointly or severally or as principal debtor, surety or
otherwise which are at the time of the debenture or at any time thereafter
(whether before or at any time after demand) due or to become due in any
manner by the Chargor to the Loan Noteholders pursuant to or otherwise in
connection with the Loan Notes for which the Chargor may for any reason be
or become liable to the Loan Noteholders including all such liabilities or
obligations of the Chargor to the Loan Noteholders under the Debenture
("Secured Obligations").

Please see Addendum for definitions

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

Venrex General Partner Limited whose registered office is situated at
Johnstone House, 52-54 Rose Street, Aberdeen and its successors as security
trustee (the "Security Trustee")

Postcode AB10 1UD

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

MCGRIGORS LLP

5 OLD BAILEY

LONDON

EC4M 7BA

LI: 1881982

Time critical reference

For official Use (06/2005)

Mortgage Section

Post room

THURSDAY



LD3

15/10/2009

221

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

As a continuing security for the payment and the discharge of all the Secured Obligations, the Chargor, with full title guarantee (subject to the Existing Charges), thereby charged by way of floating charge, its whole undertaking, property, rights and assets, present and future in favour of the Security Trustee.

Negative Pledge: The Chargor shall not without the Loan Noteholders' prior written consent, create or permit to subsist any encumbrance or Security Interest affecting the Secured Property (other than pursuant to the Existing Charges and the Security Interest created by the Debenture).

Please see the Addendum for definitions

+45

Particulars as to commission allowance or discount (note 3)

N/A

Signed



Date **30** September 2009

On behalf of [company] ~~XXXXXXXXXXXX~~ †

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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

Please do not write in this margin

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

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

† delete as appropriate

Addendum to Form M395

**COUNTRY AND TOWN HOUSE LIMITED
(Registered Number 05768508)**

Definitions

For the purposes of this Form M395, unless the context requires otherwise:

"Existing Charge"	means the debenture dated 23 January 2008 from the Chargor in favour of RBS Invoice Finance Limited and the debenture dated 2 April 2009 from the Chargor in favour of the Security Trustee;
"Loan Notes"	means the £201,231.17 10% subordinated loan notes 2010 of the Chargor issued in the manner and upon the terms set out in the Loan Note Instrument as the same may hereafter be varied, amended or supplemented;
"Loan Noteholders"	means the registered holders of the Loan Notes from time to time in accordance with the Loan Note Instrument;
"Loan Note Instrument"	means the loan note instrument of the Chargor dated the same date as the Debenture constituting the Loan Notes as the same may hereafter be varied, amended or supplemented;
"Secured Property"	means all or any part of or interest in the undertakings, property, rights and assets of the Chargor which now or at any time hereafter are or are expressed to be the subject of a Security Interest created or purported to be created by or pursuant to the Debenture including without limitation, any goodwill and unpaid share capital of the Chargor; and
"Security Interest"	includes a mortgage, pledge, lien, retention of title arrangement (other than in respect of goods purchased in the ordinary course of business), hypothecation, encumbrance or security interest of any kind, or any agreement or arrangement having substantially the same economic or financial effect as any of the foregoing.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 5768508
CHARGE NO. 3**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 30
SEPTEMBER 2009 AND CREATED BY COUNTRY AND TOWN
HOUSE LTD. FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE COMPANY TO THE LOAN NOTEHOLDERS 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 15 OCTOBER
2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19 OCTOBER
2009

MH po



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES