

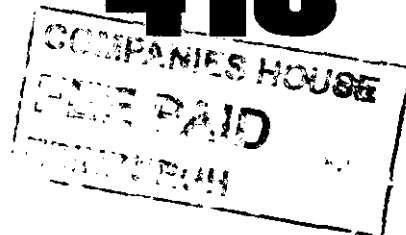
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COMPANIES FORM No. 410(Scot)

**Particulars of a charge created
by a company registered in Scotland**

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

410



Pursuant to section 410 of the Companies Act 1985

CHFP025

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write in this
margin

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

For official use
[] [] [] []

Company number
SC279224

Name of company

* SIMON BRANDS LIMITED (the "Company")

Date of creation of the charge (note 1)

10 December 2008

Description of the instrument (if any) creating or evidencing the charge (note 1)

Floating Charge (the "Charge")

Amount secured by the charge

All or any monies 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 Pentland by the Company, whether actually or contingently, solely or jointly and whether as principal or surety and whether or not Pentland shall have been an original party to the relevant transaction, and including interest, discount, commission and other lawful charges or expenses which Pentland may in the course of Pentland's business charge or incur in respect of any of those matters or for keeping the Company's account, and so that interest shall be computed and compounded according to Pentland's usual rates and practice as well after as before any demand made or decree obtained under the Charge (the "Secured Liabilities");

Names and addresses of the persons entitled to the charge

Pentland Group plc (Company Number 00793577) having its registered office at 8 Manchester Square, London W1U 3PU ("Pentland")

Presentor's name address telephone
number and reference (if any):
Maclay Murray & Spens LLP
Quartermile One
15 Lauriston Place
Edinburgh
EH3 9EP
0131 228 7000
MZK/CPD/PEN.46.1/8818271

For official use (06/2005)
Charges Section

TUESDAY

A standard 1D barcode.

SPZE15WW

SCT 23/12/2008 1431

COMPANIES HOUSE

Short particulars of all the property charged.

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this margin

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

1. The Company grants a floating charge over the Assets to Pentland as a continuing security for the payment and discharge of the Secured Liabilities.
 2. Paragraph 14 of Schedule B1 to the Insolvency Act 1986 (incorporated by Schedule 16 to the Enterprise Act 2002) shall apply to the Charge.
- "Assets" means the whole of the property (including uncalled capital) which is or may be from time to time comprised in the property and undertaking of the Company.

Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision (note 2)

1. The Company agrees that it shall be prohibited from granting or creating subsequent to the date of the Charge any fixed security or any other floating charge having priority over or ranking *pari passu* with the Charge, other than in Pentland's favour.
2. Any fixed security granted by the Company in Pentland's favour (whether before or after the date of the Charge) shall rank in priority to the floating charge created by the Charge.
3. In the event that the Company grants or creates any fixed security or floating charge in breach of the prohibition in paragraph 1 above, the Charge shall rank in priority to that fixed security or floating charge

Particulars as to commission, allowance or discount paid (see section 413(3))

Nil

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

Signed

for and on behalf of
MacLay Murray & Spens LLP

Date 22.12.08

On behalf of ~~XXXXXX~~ [chargee] †

Notes

1. A description of the instrument e.g. "Standard Security" "Floating Charge" etc, should be given. For the date of creation of a charge see section 410(5) of the Act. (Examples - date of signing of an Instrument of Charge; date of recording/registration of a Standard Security; date of intimation of an Assignment.)

2. In the case of a floating charge a statement should be given of (1) the restrictions, if any, on the power of the company to grant further securities ranking in priority to, or *pari passu* with the floating charge; and/or (2) the provisions, if any, regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property which is the subject of the floating charge or any part of it.

3. A certified copy of the instrument, if any, creating or evidencing the charge, together with this form with the prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of the creation of the charge. In the case of a charge created out of the United Kingdom comprising property situated outside the U.K., within 21 days after the date on which the copy of the instrument creating it could, in due course of post, and if despatched with due diligence, have been received in the U.K. Certified copies of any other documents relevant to the charge should also be delivered.

4. A certified copy must be signed by or on behalf of the person giving the certification and where this is a body corporate it must be signed by an officer of that body.

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, 37 Castle Terrace, Edinburgh EH1 2EB
DX 235 Edinburgh or LP - 4 Edinburgh 2

† delete as
appropriate



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

COMPANY NO. 279224

CHARGE NO. 1

I HEREBY CERTIFY THAT A CHARGE CREATED BY SIMON
BRANDS LIMITED

ON 10 DECEMBER 2008

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

IN FAVOUR OF PENTLAND GROUP PLC

WAS DELIVERED PURSUANT TO SECTION 410 OF THE
COMPANIES ACT 1985 ON 23 DECEMBER 2008

GIVEN AT COMPANIES HOUSE, EDINBURGH 24 DECEMBER
2008



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES