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*insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

[] [] [] [] [] []

3084750

Name of company

* LUSH RETAIL LIMITED

Date of creation of the charge

26th July 1996

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

Rent Deposit Agreement dated 26th July 1996 made between Hearts of Oak Friendly Society Limited ("the Landlord") (1) and the Company (2)

Amount secured by the mortgage or charge

All sums due to the Landlord in respect of the rents reserved by and the observance and performance of the covenants on the part of the lessee contained in a lease ("the Lease") of shop premises on the Ground Floor and part First Floor 27 Market Place Kingston-upon-Thames Surrey ("the Demised Premises") dated 21st June 1996 and made between the Landlord (1) and the Company (2) including the costs of obtaining any court order against the Company in respect of the Demised Premises and all costs losses and expenses paid or suffered by the Landlord as a result of any breach of the said covenants contained in the Lease or of the said Rent Deposit Agreement and in enforcement of the Landlord's rights under the Lease and/or the Rent Deposit Agreement

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

Hearts of Oak Friendly Society Limited
84 Kingsway
London WC2B 6NF

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

Field Fisher Waterhouse
41 Vine Street
London EC3N 2AA

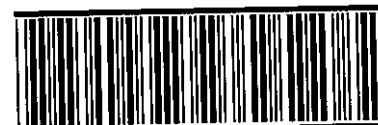
CDE 823 London City

REF: SGG.11755.387.3

Time critical reference

For official use
Mortgage Section

[Handwritten signatures and notes in the Mortgage Section box]



PMO *PSACM003* 82

COMPANIES HOUSE 27/07/96

A23 *AQUHTNVK* 512

COMPANIES HOUSE 06/08/96

COMPANIES HOUSE 27/07/96

Short particulars of all the property mortgaged or charged

The account in the name of the Company opened at the 80 Fleet Street London EC4 branch of Barclays Bank Plc into which a sum of £23,750 ("the Deposit") has been paid and all the Company's right, title and interest in and to the Deposit and any interest accruing on the Deposit.

In the said Rent Deposit Agreement the Company agreed (inter alia) that it should not be entitled to withdraw the Deposit or any other sums from the said bank account save as therein provided.

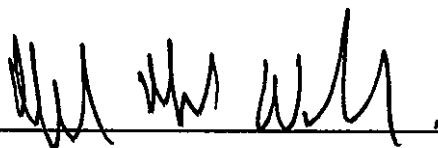
The said Rent Deposit Agreement also authorised the Landlord to withdraw from the Account at any time any amount due and payable to the Landlord under the Lease and/or the said Rent Deposit Agreement.

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Particulars as to commission allowance or discount (note 3)

Signed



Date 26th July 1996

On behalf of [company] [mortgagee/chargee] †

† delete as
appropriate

- 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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03084750

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A RENT DEPOSIT AGREEMENT DATED THE 26th JULY 1996 AND CREATED BY LUSH RETAIL LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO HEARTS OF OAK FRIENDLY SOCIETY UNDER THE TERMS OF A LEASE DATED 21/6/96 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 27th JULY 1996.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th AUGUST 1996.

A handwritten signature in cursive script, appearing to read "R. J. Storer".

for the Registrar of Companies

PM
8.8



C O M P A N I E S H O U S E

HC026B