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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Please do not
write in this
binding margin

Pursuant to section 395 Companies Act 1985

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

* insert full name
of company

To the Registrar of Companies

For official use

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Company Number

3262169

Name of Company

* KIRKLANDS ENTERTAINMENTS LIMITED

Date of creation of the charge

28 October 1996

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

Mortgage Debenture

Amount secured by the mortgage or charge

All liabilities of the Company present and future actual and/or contingent to National Westminster Bank PLC

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

National Westminster Bank PLC

41 Lothbury

London

Postcode

EC2P 2BP

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

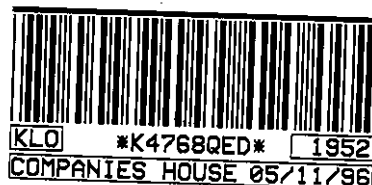
National Westminster Bank PLC
UKBB, CREDIT
MANAGEMENT DEPARTMENT
Litigation, Technical & Securities
King's Cross House
200 Pentonville Road
London N1 9HL

Presentor's Reference
and/or telephone number
071-239 8205

For official use

Mortgage Section

Post room



N.W.R.S.C.

Time critical reference

Short particulars of all the property mortgaged or charged

(a) A specific equitable charge over the Company's estate or interest in all freehold or leasehold properties for the time being belonging to or charged to the Company other than the property hereinafter described and the proceeds of sale thereof.

(b) A specific charge over all plant machinery vehicles computers and office and other equipment both present and future (excluding all stock in trade) and the full benefit of all warranties and maintenance contracts for any of the same.

(c) A specific charge over all stocks shares and other securities either in or issued by any subsidiary companies or any other company and all dividends and other rights in relation thereto.

(d) A specific charge over all Book and other Debts for the time being but so that the Company shall pay into the Company's account with the Bank all moneys which it may receive in in respect of such debts and shall not without the prior consent in writing of the Bank sell factor discount or otherwise charge or assign the same in favour of any other person or purport to do so and the Company shall if called upon so to do by the Bank from time to time execute legal assignments of such book debts and other debts to the Bank.

(e) A specific charge over its goodwill and the benefit of any licences and all patents patent applications inventions trade-marks trade names registered designs copyrights know-how and any other intellectual property rights.

(f) A floating charge over the undertaking and all other property and assets present and future but so that the Company shall not without the Bank's consent create any mortgage or charge ranking in priority to or pari passu with this charge.

XXXXX charge by way of legal mortgage over the undermentioned property if any and the proceeds
of the sale thereof:XXXXXXXXXXXXXXXXXXXX

Particulars as to commission allowance or discount

Nit

**Per pro
National Westminster Bank PLC
UKBB, CREDIT MANAGEMENT DEPARTMENT
Litigation, Technical & Securities
King's Cross House
200 Pentonville Road, London N1 9HL**

Please see notes below.

Signed _____

Date _____

On behalf of mortgagee WELLS FARGO BANK, N.A.

Notes

(a) A description of the instrument, eg 'Trust Deed', 'Mortgage', 'Debenture', etc. as the case may be, should be given.

(b) The rate of interest payable under the terms of the Debentures should not be entered.

**Please do not
write in this
margin**



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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03262169

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE DEBENTURE DATED THE 28th OCTOBER 1996 AND CREATED BY KIRKLANDS ENTERTAINMENTS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NATIONAL WESTMINSTER BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 5th NOVEMBER 1996.

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

A handwritten signature in dark ink, appearing to read 'A. J. Wakeham', with a horizontal line underneath.

A. J. WAKEHAM

for the Registrar of Companies



COMPANIES HOUSE

HC026B

154-11