

# M

CHFP025

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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.

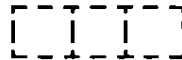
# 395

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



05570073

Name of company

\* Shoe Zone Group Limited

Date of creation of the charge

30 November 2007

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

Charge Over Shares

Amount secured by the mortgage or charge

All and any money 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 Bank of Scotland plc ("BoS") by the Company, whether actually or contingently, solely or jointly and whether as principal or surety (or guarantor or cautioner), including any money and liabilities of the Company to a third party which have been assigned or novated to or otherwise vested in BoS and including interest, discount, commission and other lawful charges or expenses which BoS may in the course of its 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 the usual BoS rates and practice (or as otherwise agreed in writing) after as well as before any demand made or decree obtained

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

Bank of Scotland plc (company number SC327000), The Mound, Edinburgh

Postcode EH1 1YZ

Presentor's name address and  
reference (if any)

Freeth Cartwright LLP  
Cumberland Court  
80 Mount Street  
Nottingham NG1 6HH

PDB/1297

For official Use (02/00)  
Mortgage Section

1 Post room

SATURDAY



\*ADN89VI4\*

A31

15/12/2007

197

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

By way of first fixed charge.-

- 1 the Company's entire right, title and interest in and to the 6,266,250 ordinary shares of £1.00 each in the share capital of Shoefayre Limited (co no: 06371506) and all other shares held by the Company from time to time in the capital of Shoefayre Limited (the "Shares"),
2. all rights, money or property of a capital nature at any time accruing on, or payable or receivable in respect of, any of the Shares whether by way of bonus, consolidation, exchange, option, preference, return of capital or otherwise; and
- 3 all rights, money or property of an income nature, whether by way of dividend, distribution, interest or otherwise (together the "Charged Assets")

Note: The Charge contains undertakings by the Company that, inter alia, it will not, without the prior written consent of BoS, (i) create or attempt to create or permit to subsist any right in security, mortgage, charge, lien or other encumbrance over the Charged Assets or (ii) sell, transfer, assign or otherwise dispose of all or any of the Charged Assets

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

N/A

Signed Freddie Costing Sub Ltd

Date 14 December 2007

On behalf of ~~XXXXXXXX~~ [mortgagee/chargee] †

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

† 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 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**

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05570073

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OVER SHARES DATED THE 30th NOVEMBER 2007 AND CREATED BY SHOE ZONE GROUP LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BANK OF SCOTLAND PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 15th DECEMBER 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27th DECEMBER 2007

PO  
Jury



*Companies House*

— for the record —

