

M

CHFP041

Please do not
write in
this margin

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 £10 (£13 for forms delivered on or after 1 February 2005) 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

42

00319964

Name of company

* Tuffnells Parcels Express Limited

Date of creation of the charge

16 June 2005

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

Standard Security (the "Security")

Amount secured by the mortgage or charge

All or any monies and liabilities which will from time to time (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner to the Security Beneficiaries (or any of them) by the Obligors pursuant to the Finance Documents, whether actually or contingently, solely or jointly and whether as principal or surety and whether or not the Security Beneficiaries (or any of them) shall have been an original party to the relevant transaction, and including interest, discount, commission and other lawful charges or expenses which the Security Beneficiaries may in the course of their business charge or incur in respect of any of those matters, or for keeping the relevant accounts (including those of the Owner), and so that interest shall be computed and compounded according to the usual rates and practice of the Security Beneficiaries, as well after as before any demand made or decree obtained under or in relation to the Security.

For definitions see Paper Apart 2

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

The Governor and Company of the Bank of Scotland
The Mound
Edinburgh
("BoS")

Postcode EH1 1YZ

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

Dundas & Wilson CS LLP
Saltire Court
20 Castle Terrace
Edinburgh EH1 2EN
CJA/GMT/DJC/BOS001.2348

Time critical reference

For official use (02/00)

Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

See Paper Apart 1

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)

Particulars as to commission allowance or discount (note 3)

Nil

Signed

[Signature]
For and on behalf of **Dunlop & Wilson CS LLP**

Date 22/06/2005

On behalf of [company] [mortgagee/chargee]

Notes

† 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.
5. A fee of £10 (£13 for forms delivered on or after 1 February 2005) 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, Crown Way, Cardiff CF4 3UZ.

Paper Apart 1 to Form 395 Tuffnells Parcels Express Limited Standard Security

- (1) **ALL** and **WHOLE** the tenants interest in lease between The Perth & Kinross District Council and McPherson's Transport (Aberlour) Limited dated 19 December 1979 and 13 February 1980 and recorded in the Division of the General Register of Sasines for the County of Perth on 21 March 1980 of **ALL and WHOLE** 1.5 acres of ground at Inveralmond Industrial Estate, Perth more particularly described in the said lease; Together with the whole parts, privileges and pertinents thereof and the whole rights effeiring thereto the tenant's interest therein being vest in the Company by virtue of Assignment in their favour recorded in the said Division of the General Register of Sasines for the County of Perth on 9 August 1990; and
- (2) **ALL** and **WHOLE** those heritable subjects together with the whole buildings and other structures, fittings and fixtures erected thereon known as and forming Units at Lanark Industrial Estate, Fountainhead, Lanark and comprising the following heritable subjects:
1. **ALL** and **WHOLE** that plot of ground lying in the former County of Lanark and now within the Clydesdale District of Strathclyde Region extending to three hundred and seven decimal or one thousandth parts of an hectare or thereby and being the subjects more particularly described in, disponded by, and shown delineated on the plan annexed and executed as relevant to the Feu Disposition granted by the Scottish Development Agency in favour of the Owner (therein named "Tuffnells of Sheffield Limited") recorded in the Division of the General Register of Sasines applicable to the County of Lanark on Fourteenth September, Nineteen hundred and Eighty Two; and
 2. **ALL** and **WHOLE** those subjects at Lanark Industrial Estate, Fountainhead, Lanark, being the subjects registered in the Land Register of Scotland under Title Number LAN250; and
 3. **ALL** and **WHOLE** those subjects lying to the south of the public road A743, Clydesdale and being the subjects registered within the Land Register of Scotland under Title Number LAN5791.

For definitions see Paper Apart 2

AJB

Paper Apart 2 to Form 395 Tuffnells Parcels Express Limited Standard Security

"Borrower" means the borrower as defined in the Common Terms Agreement.

"Common Terms Agreement" means the common terms agreement, in the agreed terms, dated 16 May 2005 and made between, *inter alios*, (1) **BoS** as Senior 'A' Agent, (2) **BoS** as Senior 'A' Lender, (3) **BoS** as Senior 'B' Agent, (4) **BoS** as Senior 'B' Lender, (5) **BoS** as Security Trustee, (6) **BoS** as Mezzanine Agent, (7) **BoS** as Mezzanine Lender, (8) **BoS** as Subordinated Loan Agent, (9) **BoS** as Subordinated Lender, (10) **BoS** as Working Capital Bank, (11) **BoS** as Hedging Guarantor, (12) Dunwilco (1239) Limited as Borrower, (13) The Big Green Parcel Machine Limited as an Obligor, (14) The Big Green Euro Machine Limited as an Obligor, and (15) Tuffnells Parcels Express Limited as an Obligor.

"Intercreditor Deed" means the subordination agreement, in the agreed terms, dated 16 May 2005, between, *inter alios*, (1) **BoS** as Senior 'A' Agent, (2) **BoS** as Senior 'A' Lender, (3) **BoS** as Senior 'B' Agent, (4) **BoS** as Senior 'B' Lender; (5) **BoS** as Security Trustee, (6) **BoS** as Mezzanine Agent, (7) **BoS** as Mezzanine Lender, (8) **BoS** as Subordinated Loan Agent, (9) **BoS** as Subordinated Lender (10) **BoS** as Working Capital Bank, (11) **BoS** as Hedging Guarantor, (12) the Borrower, (13) The Big Green Parcel Machine Limited as an Obligor, (14) The Big Green Euro Machine Limited as an Obligor and (15) Tuffnells Parcels Express Limited as an Obligor.

"Obligors" means obligors as defined in the Common Terms Agreement

"Finance Documents" means finance documents as defined in the Common Terms Agreement.

"Security Beneficiaries" means security beneficiaries as defined in the Intercreditor Deed.

A handwritten signature in black ink, appearing to be 'A J B A', located in the lower right quadrant of the page.



COMPANIES FORM No. 398

**Certificate of registration in
Scotland or Northern Ireland
of a charge comprising property
situate there**

398

Pursuant to section 398(4) of the Companies Act 1985

Please do not
write in
this margin

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

* Insert full name
of company

To the Registrar of Companies
(Address overleaf)

For official use Company number

00319964

Name of company

* Tuffnells Parcels Express Limited

I, We, Dundas & Wilson CS LLP

of Saltire Court, 20 Castle Terrace, Edinburgh, EH1 2EN

*give date and
parties to charge

certify that the charge* dated 16 May 2005 by Tuffnells Parcels Express Limited
in favour of The Governor and Company of the Bank of Scotland

† delete as
appropriate

of which a true copy is annexed to this form was presented for registration on 16 June 2005
in [Scotland][~~Northern Ireland~~][†]

Signed

A J B
For and on behalf of Dundas & Wilson CS LLP

Date 22/06/2005

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

Dundas & Wilson CS LLP
20 Castle Terrace
Edinburgh
EH1 2EN
CJA/GMT/DJC/BOS001.2348

For official use
Mortgage section

Post room
|

Notes

The address of the Registrar of Companies is:-
Companies House
Crown Way
Cardiff
CF14 3U2

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00319964

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON THE 16 JUNE 2005 AND DATED THE 16th MAY 2005 AND CREATED BY TUFFNELLS PARCELS EXPRESS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE OBLIGORS TO SECURITY BENEFICIARIES (OR ANY OF THEM) 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 22nd JUNE 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 28th JUNE 2005.

Pamph.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES