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158830/10

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

A fee of £10 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

18

Company number

450328

Name of company

* insert full name of company

* QUILIGOTTI TERRAZZO LIMITED

Date of creation of the charge

9 FEBRUARY 2004

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

DEBENTURE

Amount secured by mortgage or charge

All monies, obligations and liabilities now or at any time hereafter due owing or incurred by the Company to the Mortgagee on any current or other account or otherwise (whether actual or contingent as principal or surety and whether solely or jointly with any other person) and whether originally owing to the Mortgagee or otherwise purchased or acquired by it including interest discount commission bank charges and other charges and expenses charged by the Mortgagee

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

THE CO-OPERATIVE BANK p..l.c.
P.O. BOX 101, 1 BALLOON STREET, MANCHESTER

Postcode M60 4EP

Presentor's name address and reference (if any):
Brabners Chaffe Street
1 Dale Street
Liverpool L2 2ET

Ref: AOM

For official Use
Mortgage Section

A11 *AU251SIJ* 0540
COMPANIES HOUSE 11/02/04

Time critical reference

ort particulars of all the property mortgaged or charged

1.1 By way of legal mortgage all freehold and leasehold property (including heritable property situate in Scotland) of the Company at the date of the Debenture (including the property specified in the Schedule to the Debenture) and the proceeds of sale thereof together with all buildings structures and fixtures (including trade and tenant's fixtures) from time to time on or in any such property;
1.2 by way of fixed charge all estates and interests of the Company in freehold, leasehold property (including heritable property situate in Scotland) and other immovable property (wherever situate) now or at any time hereafter during the continuance of the security belonging to or charged to the Company (not being charged by para 1 above) and the proceeds of sale thereof together with all buildings structures and fixtures (including trade and tenant's fixtures) from time to time on or in any such property;
1.3 by way of fixed charge the benefit of all rights present and future under covenants for title given in relation to the Property (as defined in the Debenture) and the benefit of all its rights present and future against any lessee, sub-lessee, licensee or other occupier of the Property for the time being (including rights to rental income, licence fees, mesne profits and other income) and in each case its rights against guarantors and sureties for the obligations of such persons;
(SEE CONTINUATION SHEET)

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articulars as to commission allowance or discount (note 3)

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Signed Bul Uyp Shot Date 10/2/04

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

† 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 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 CF14 3UZ, DX: 33050 Cardiff

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COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

Particulars of a mortgage or charge (continued)

Continuation sheet No 1
to Form No 395 and 410 (Scot)

Company number

450328

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Name of company

QUILIGOTTI TERRAZZO

Limited *

delete if
appropriate

Description of the instrument relating or evidencing the mortgage or charge (continued) (note 2)

Amount due or owing on the mortgage or charge (continued)

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

Short particulars of all the property mortgaged or charged (continued)

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4. by way of fixed charge the benefit of all its rights present and future under any contract for the sale letting or other disposal of the Property and any option to renew any lease or purchase any reversion (whether freehold or not) in relation to the Property;
5. by way of fixed charge the benefit of all its rights present and future against persons in connection with any works carried out and/or services and/or goods supplied in the design construction fitting out repair or replacement of the Property;
6. by way of fixed charge all licences consents and authorisations (both public and private) present and future held by it in connection with any of its activities;
7. by way of fixed charge all its present and future plant and machinery (save to the extent that such plant and machinery forms part of its stock in trade or work in progress);
8. by way of fixed charge all its present and future vehicles (save to the extent that such vehicles form part of its stock in trade or work in progress);
9. by way of fixed charge all its present and future computers (save to the extent that such computers form part of its stock in trade or work in progress);
10. by way of fixed charge all its present and future office equipment (save to the extent that such ofice equipment forms part of its stock in trade or work in progress);
11. by way of fixed charge all other equipment present and future not more particularly charged (unless it forms part of its stock in trade or work in progress) together with all related spare parts fuels equipment tools and all log books maintenance records record books manuals hand books contracts warranties and service records and the benefit of all its rights present and future against any person in respect of their design manufacture purchase installation repair and/or replacement;
12. by way of fixed charge all its goodwill and uncalled capital present and future;
13. by way of fixed charge all stocks shares and other securities (including debt securities) and interests in any unincorporated business or entity now and at any time during the continuance of the security owned by the Company together with all its rights benefits and property (including dividend and other income) offered arising or accruing in relation thereto;
14. by way of fixed charge all interests in and rights under policies of insurance and assurance now or at any time during the continuance of the security belonging to the Company and all its rights present and future to other compensation monies from time to time payable in respect of the Charged Assets (as defined in the Debenture);

(See Continuation Sheet)

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COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

Particulars of a mortgage or charge (continued)

Continuation sheet No 2
to Form No 395 and 410 (Scot)

Company number

450328

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Name of company

QUILIGOTTI TERRAZZO

Limited *

delete if appropriate

Description of the instrument relating or evidencing the mortgage or charge (continued) (note 2)

Amount due or owing on the mortgage or charge (continued)

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

Short particulars of all the property mortgaged or charged (continued)

Please do not write in this binding margin

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1.15 by way of fixed charge all patents, trade and service marks brand and trade names copyrights design rights registered designs trade secrets know-how inventions confidential information and other intellectual property rights including the benefit of any pending applications for any of them now or at any time during the continuance of this security belonging to the Company including all the Company's rights under any agreements both present or future relating to the use or exploitation of such rights;
1.16 by way of fixed charge all Book Debts (as defined in the Debenture);
1.17 by way of fixed charge all Payment Obligations (as defined in the Debenture);
1.18 by way of fixed charge all Refundables (as defined in the Debenture);
1.19 by way of fixed charge with the effect from the opening or establishment of any Collections Account (as defined in the Debenture) all monies standing to the credit of such Collections Account;
1.20 by way of fixed charge all Account Balances (as defined in the Debenture);
1.21 by way of floating charge all its undertaking property and assets whatever and wherever both present and future except to the extent effectively charged under the preceding provisions.

2. The fixed charges created by clauses 1.7 to 1.10 above shall in each case include all related spare parts fuels equipment tools and all log books maintenance records record books manuals hand books contracts warranties and service records and the benefit of all its rights present and future against any person in respect of their design manufacture purchase installation repair and/or replacement;

FILE COPY

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00450328

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 9th FEBRUARY 2004 AND CREATED BY QUILIGOTTI TERRAZZO LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CO-OPERATIVE BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 11th FEBRUARY 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 16th FEBRUARY 2004.

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REGISTRAR OF COMPANIES FOR ENGLAND AND WALES

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

Companies House

— for the record —