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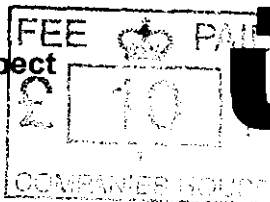
COMPANIES FORM No. 395

141672 / 10

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.

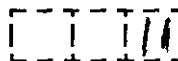


Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



00478794

Name of company

* Yates Group plc (the "Company")

Date of creation of the charge

30 September 2004

23 SEPTEMBER 2004

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

Standard Security (the "Standard Security")

PRESENTER FOR REGISTRATION IN SCOTLAND ON 30/9/4

Amount secured by the mortgage or charge

The payment, discharge and performance of the Company's obligations under the Standard Security and the Secured Liabilities.

See Continuation Sheet 1 for definitions.

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

Barclays Bank plc, 5 The North Colonnade, Canary Wharf, London as agent and trustee for the Secured Creditors (the "Security Agent").

Postcode E14 4BB

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

Maclay Murray & Spens
3 Glenfinlas Street,
Edinburgh
EH3 6AQ

HAB/AMR/ASM/ALL/1/115

Time critical reference

For official Use
Mortgage Section



A14
COMPANIES HOUSE

0546
07/10/04

08-10-04 095

Short particulars of all the property mortgaged or charged

The Property and all rights and claims to which the Company is at the date of the Standard Security or may thereafter become entitled in relation to the Property.

See Continuation Sheet 1 for definitions.

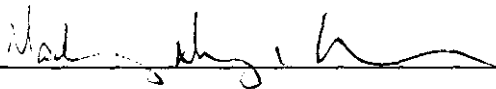
Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

N/A

Signed



Date

6/10/04

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

A fee of £10 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 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

Continuation sheet 1

To the Registrar of Companies

Name of company

Company number

Yates Group plc (the "Company")

00478794

For the purpose of this form 395:

- "Ancillary Facility"** has the meaning given to it in the Priority Agreement;
- "Borrower"** has the meaning given to it in the Priority Agreement;
- "Chargor"** has the meaning given to it in the Target Group Debenture;
- "Encumbrance"** means any mortgage, standard security, pledge, hypothecation, title retention, lien, charge, assignment or assignation by way of security or other agreement or arrangement having the effect of conferring security;
- "Hedging Documents"** has the meaning given to it in the Priority Agreement;
- "Priority Agreement"** means the priority agreement between Holmium Limited as InvestorCo, Lanthanium Limited as the Parent, Thorium plc as the Company, The Senior Creditors (as defined therein), The Hedging Banks (as defined therein), Mezzanine Creditors (as defined therein), The Royal Bank of Scotland plc as Mezzanine Agent and Barclays Bank plc as Senior Agent and Security Agent dated 9 June 2004;
- "Property"** means all and whole the property or properties described in the Schedule to the Standard Security, a copy of which is annexed hereto, or such of them as shall for the time being remain subject to the Standard Security including all buildings, erections and fixtures and fittings (including trade fixtures and fittings) and fixed plant and machinery for the time being thereon and all improvements and additions thereto and all servitudes and other heritable rights appurtenant thereto subject to and with the benefit of all leases, underleases, tenancies, agreements for lease, rights, burdens and conditions affecting the same but otherwise free from Encumbrance;

"Refinancing Loans"	has the meaning given to it in the Priority Agreement;
"Revolving Loan Facility"	has the meaning given to it in the Priority Agreement;
"Secured Creditor"	has the meaning given to it in the Priority Agreement;
"Secured Debt Finance Documents"	has the meaning given to it in the Priority Agreement;
"Secured Liabilities"	<p>means in relation to a Chargor, all monies, obligations and liabilities (whether actual or contingent, present or future and whether owed jointly or severally or in any other capacity whatsoever) of that Chargor to any Secured Creditor under the Secured Debt Finance Documents provided that until any Chargor complies with the provisions of Sections 155-158 of the Companies Act 1985 pursuant to Clause 24.5 of the Senior Credit Agreement or otherwise, notwithstanding any other term of the Standard Security, no Chargor shall have any liability for, and the Secured Liabilities shall not include, any obligations other than:</p> <ul style="list-style-type: none"> (a) the Company as Borrower of the Refinancing Loans; (b) the Target as Borrower of the Revolving Loan Facility and the Ancillary Facility only; and (c) the Target as counterparty under the Hedging Documents;
"Senior Credit Agreement"	has the meaning given to it in the Priority Agreement;
"Target"	has the meaning given to it in the Priority Agreement; and
"Target Group Debenture"	means the target group debenture between the Company and others as Chargors and the Security Agent dated on or about the date of the Standard Security.



THIS IS THE SCHEDULE REFERRED TO IN THE FOREGOING STANDARD SECURITY BY YATES GROUP PLC IN FAVOUR OF BARCLAYS BANK PLC (AS AGENT AND TRUSTEE FOR THE SECURED CREDITORS) OVER 134/136 WEST GEORGE STREET, GLASGOW

SCHEDULE

PROPERTY

ALL and WHOLE the subjects known as and forming 134 and 136 West George Street, Glasgow registered in the Land Register of Scotland under Title Number GLA111651.

..... S. L. F.
Director/Authorised Signatory
(Signature)

..... D.
Director/Secretary/Authorised Signatory
(Signature)

M

COMPANIES FORM No. 398

398

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

CHFP025

Please do not
write in
this margin

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

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

To the Registrar of Companies
(Address overleaf)

Company number

00478794

Name of company

* insert full name
of company

* Yates Group plc

| Andrew Meakin

of Maclay Murray & Spens, Solicitors, 3 Glenfinlas Street, Edinburgh EH3 6AQ

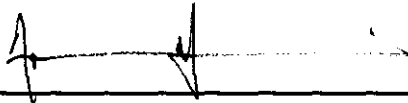
§ give date and
parties to charge

certify that the charges by Yates Group plc in favour of Barclays Bank plc dated
21 September 2004

of which a true copy is annexed to this form was presented for registration on 30 September 2004
in [Scotland] ~~[Northern Ireland]~~

† delete as
appropriate

Signed



Date

6/10/04

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

Maclay Murray & Spens
3 Glenfinlas Street
Edinburgh
EH3 6AQ

DX ED137 Edinburgh
AMR/ASM/ALL.1.115

For official Use
Mortgage Section

Post room

Notes

The address for the Registrar of Companies is:-

Companies House
Crown Way
Cardiff
CF14 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

CANCELLED

COMPANY No. 00478794

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON THE 30 SEPTEMBER 2004 AND DATED THE 23rd SEPTEMBER 2004 AND CREATED BY YATES GROUP PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC (SECURITY AGENT) 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 7th OCTOBER 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th OCTOBER 2004.

CANCELLED

CANCELLED

P. A.
THIS CERTIFICATE HAS BEEN
CANCELLED IN FAVOUR OF A
NEW CERTIFICATE DATED: 18/10/4

CANCELLED



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00478794

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON THE 30 SEPTEMBER 2004 AND DATED THE 21st SEPTEMBER 2004 AND CREATED BY YATES GROUP LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC (SECURITY AGENT) 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 7th OCTOBER 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18th OCTOBER 2004.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —