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*insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

6111

579409

Name of company

* Darrington Quarries Limited (the "Company")

Date of creation of the charge

27th September 1996

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

Mortgage

Amount secured by the mortgage or charge

All moneys and liabilities (whether present or future actual or contingent) (other than dividend on any shares) now or at any time or times hereafter due or owing or incurred by the Company pursuant to a deed of guarantee and indemnity dated 27th September 1996 made between the Company and 3i plc (the "Security Trustee") (whether as principal or surety) to the Security Trustee for itself and as trustee on behalf of 3i Group plc and 3i UK Investment Partners (the "Lenders") and any person who is designated a Lender under the subordinated loan agreement dated 27th September 1996 and made between Finstop Limited (1) the Security Trustee (2) and the Lenders (3) so long as it remains a party to that subordinated loan agreement.

06
Text

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

3i plc (registered number 397156) whose registered office is at 91 Waterloo Road, London SE1 8XP acting for itself and as security trustee on behalf of the Lenders and any other person designated a lender pursuant to a subordinated/continued

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

Booth & Co.
Sovereign House
South Parade
Leeds
LS1 1HQ

Ref: DXH/MLW

Time critical reference

For official use
Mortgage Section

Post room



By way of fixed charge, all estates and interests in any freehold and leasehold property described in the schedule together with all buildings and fixtures (including trade and other fixtures) and fixed plant and machinery of the Company from time to time thereon and therein and the proceeds of sale thereof.

The Company shall not without the previous written consent of the Security Trustee:

A sell, give or share possession of, grant or agree to grant any lease or tenancy of, or accept or agree to accept a surrender or any variation or addition to the terms of any lease or tenancy of, or otherwise dispose of or assign the property charged by the Mortgage or any part thereof;

B create or attempt to create any mortgage charge or other security upon the property charged by the Mortgage or any part thereof which would rank in priority to or pari passu with the charge created by the Mortgage;

C allow any lien to arise on or affect the property charged by the Mortgage or any part thereof except in the case of a lien arising by operation of law in the ordinary course of business.

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Particulars as to commission allowance or discount (note 3)

NIL

Signed

Booth & Co.

Date 30th September 1996

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.

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Particulars of a mortgage or charge (continued)

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

CHA 116

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Company Number

579409

Name of Company

Darrington Quarries Limited (the "Company")

Limited*

* delete if
inappropriate

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

**Please complete
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loan agreement dated 27th September 1996 made between Finstop Limited
(1) the Security Trustee (2) and the Lenders (3).

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SCHEDULE

Site	Tenure (F = Freehold L = Leasehold)	Registered/ Unregistered	Reg. Title	Reg. Class	Unregistered Root
Main Site					
Parcel No 1 Land at Cridling Stubbs	F	Unreg	n/a	n/a	Conveyance - 20 May 1957 between Arthur William Downham (1) and Darrington Quarries Limited (2)
Parcel No 4 Parcel at Darrington Leys Land at Darrington Leys Darrington	F	Unreg	n/a	n/a	Conveyance - 10 October 1963 between the Master Fellows and Scholars of the College of the Lady Frances Sidney Sussex (1) and Darrington Quarries Limited (2)
Parcel 5 and 5a Land at Cridling Stubbs	F	Unreg	n/a	n/a	Conveyance - 20 June 1972 Arthur William Downham (1) Darrington Quarries Ltd (2)
Parcel 6 Land on the north and south sides of Stubbs Lane Darrington Parish and Cridling Stubbs Parish	F	Reg	WYK30612	A	n/a
Parcel no 7 Land at Scrombeck Farm Darrington	F	Unreg	n/a	n/a	Conveyance - 10 April 1968 Lawrence Lancaster and Joyce Lancaster (1) and Darrington Quarries Ltd (2)
Parcel no 11 Land at Cridling Stubbs	F	Unreg	n/a	n/a	Conveyance - 9 May 1974 Arthur William Downham (1) Darrington Quarries Ltd (2)
Parcel no 12 Land at Cridlings Stubbs	F	Unreg	n/a	n/a	Deed of Exchange - 6 September 1974 EA & AG Brown Ltd (1) Darrington Quarries Ltd (2)

Site	Tenure (F = Freehold L = Leasehold)	Registered/ Unregistered	Reg. Title	Reg. Class	Unregistered Root
Parcel no 15 Land and buildings on the east side of Leys Lane Darrington Parish and Cridling Stubbs Parish Wakefield West Yorkshire	F	Reg	WYK53644	A	
Parcel 15A Land at west side of Leys Lane Wakefield	F	Reg	WYK194765	A	
Parcel 15B Land at Darrington Leys Farm Darrington	F	Reg	WYK212335	A	
Parcel 16 Land at Cridling Stubbs	F	Unreg	n/a	n/a	Conveyance - 23 April 1976 Derek William Bagshaw and Philip Douglas Bagshaw (1) and Darrington Quarries Ltd (2)
Parcel 18A Parkbalk Quarry Knottingly	F	Reg	WYK160513	A	
Parcel 22 Land at Cridling Stubbs	F	Unreg	n/a	n/a	Conveyance - 25 May 1978 EA the AG Brown Limited (1) Midland Bank Limited (2) and Darrington Quarries Limited (3)
Parcel 23 Land on the west side of Leys Lane and land lying to the north of Stubbs Lane Darrington	F	Reg	WYK200330	A	n/a
Parcel 35 Land at Stubbs Lane Cridling Stubbs	F	Unreg	n/a	n/a	Conveyance - 5 April 1966 The Master Fellows and Scholars of the College of the Lady Frances Sidney Sussex (1) and Derek William Bagshaw and Philip Douglas Bagshaw (2)
Parcel 37 Stubbs Quarry Stubbs Lane Knottingly West Yorkshire	F	Reg	NYK38447	A	n/a

Site	Tenure (F = Freehold L = Leasehold)	Registered/ Unregistered	Reg. Title	Reg. Class	Unregistered Root
Plot 46 Relating to the quarrying and taking away of limestone at Cridling Stubbs Knottingly	L	Unreg	n/a	n/a	Lease of 19th June 1995 between Drinkwater Sabey Limited (1) Darrington Quarries Ltd (2)
Stripping and fencing of quarrying area at Cridling Stubbs Knottingly	L	Unreg	n/a	n/a	Lease of 19th June 1995 Drinkwater Sabey Ltd (1) Darrington Quarries Ltd (2)
Sutton					
Parcel No 8 Manor Farm Sutton	F	Unreg	n/a	n/a	Conveyance 9th February 1970 between Slater Brothers (Whitley) Limited (1) Darrington Quarries Limited (2)
Parcel No14 Manor Farm Sutton	F	Reg	SYK27885	A	n/a
England Lane					
Land at the south east side of England Lane Knottingly	F	Reg	WYK150543	A	n/a

Site	Tenure (F = Freehold L = Leasehold)	Registered/ Unregistered	Reg. Title	Reg. Class	Unregistered Root
Byram Park					
Parcel No 36 Land at Byram Park Brotherton North Yorkshire	F	Unreg			Indenture 30 June 1924 between Airdale Collieries Ltd (1) Yorkshire Electric Power Company (2)
Green Hatch					
Land at Byram Brotherton North Yorkshire	L	Unreg			Lease 12 February 1981 DP McCloy and J M McCloy (1) and Darrington Quarries Ltd (2) as varied by a deed of variation dated 31 Dec 1987 between (1) and (2)
Skelbrooke					
Hinchcliffe & Lockwood All the quarries strata seams and beds of limestone which may be got by quarrying and excavations from the surface and open to the daylight and not by underground workings within or under the land forming part of the Home Farm Skelbrooke near Doncaster	L	Unreg	n/a	n/a	Lease dated 14 January 1991 between Walter Lockwood and Annie Lockwood (1) and Darrington Quarries Limited (2)
Hensall					
Parcel No 26 Land at Hensall	F	Unreg			Conveyance 26 April 1979 between Mary Rowley (1) Darrington Quarries Limited (2)
Parcel No 28 Land at Hensall	F	Unreg			Conveyance 19 December 1979 between Cawood Wharton & Co Ltd (1) Darrington Quarries Ltd (2)
Parcel No 44 Land at Hensall	F	Reg	NYK 94161	A	

Site	Tenure (F = Freehold L = Leasehold)	Registered/ Unregistered	Reg. Title	Reg. Class	Unregistered Root
Long Lane					
Parcel No 19D/2 Land adjoining the west side of Long Lane Kirk Smeaton Yorkshire Land on the east side of Long Lane Kirk Smeaton and land now or formerly known as Jacksons Close situate on the west side of Long Lane and on the south side of Crabtree Lane	F	Unreg			Conveyance 11 August 1977 between John Hinchcliffe and Son Ltd (1) Darrington Quarries Ltd (2)
Parcel No 31 Land at Kirk Smeaton Pontefract in the county of North Yorkshire	F	Unreg			18 February 1972 between Henry Thompson Charles Thompson William Thompson and Frank Philip Thompson (1) Barclays Bank Ltd (2) John Hinchcliffe & Son Ltd (3)
Land at Kirk Smeaton Pontefract in the county of North Yorkshire	F	Unreg			14 October 1953 between William Gordon Scholey John William Scholey and Richard Jeffrey Scholey (1) Frank Philip Thompson Charles Thompson William Thompson and Henry Thompson (2)
Parcel No 47 Land on the East side of Long Lane Kirk Smeaton	F	Reg	NYK172147	A	
Parcel No 49 Land to the south of Long Lane Kirk Smeaton	F	Reg	NYK173423	P	
Bramham					
Parcel No 19C Land on the south side of Moor Lane Stutton Selby North Yorkshire	F	Reg	NYK38964	A	n/a

Site	Tenure (F = Freehold L = Leasehold)	Registered/ Unregistered	Reg. Title	Reg. Class	Unregistered Root
Parcel No 41 Land on the south side of Moor Lane, Tadcaster Selby North Yorkshire	F	Reg	NYK100744	A	n/a
Parcel No 43 Land at the south side of the A64 near Red Brick House Farm Sutton Tadcaster Selby North Yorkshire	F	Reg	NYK114704	A	n/a
Killingholme					
Parcel No 40 Land on the west side of Eastfield Road South Killingholme	F	Reg	HS192713	A	

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00579409

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE DATED THE 27th SEPTEMBER 1996 AND CREATED BY DARRINGTON QUARRIES LIMITED FOR SECURING ALL MONEYS AND LIABILITIES (WHETHER PRESENT OR FUTURE ACTUAL OR CONTINGENT) (OTHER THAN DIVIDEND ON ANY SHARES) NOW OR AT ANY TIME OR TIMES HEREAFTER DUE OR OWING OR INCURRED BY THE COMPANY TO 3i PLC ACTING FOR ITSELF AND AS SECURITY TRUSTEE ON BEHALF OF THE LENDERS AND ANY OTHER PERSON DESIGNATED A LENDER PURSUANT TO A SUBORDINATED LOAN AGREEMENT DATED 27TH SEPTEMBER 1996 PURSUANT TO A DEED OF GUARANTEE AND INDEMNITY DATED 27TH SEPTEMBER 1996 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 3rd OCTOBER 1996.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 7th OCTOBER 1996.

A handwritten signature in dark ink, appearing to read 'R. N. Owens'.

RICHARD NEIL OWENS

for the Registrar of Companies



C O M P A N I E S H O U S E

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