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COMPANIES FORM No. 395

Particulars of a mortgage or charge

NH

395

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

CHFP025

Please do not write in this margin

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

*insert full name of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

[1 1 1 0]

735621

Name of company

* NORTHERN TRUST COMPANY LIMITED

Date of creation of the charge

18 MARCH 2004

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

SUPPLEMENTAL DEBENTURE which is supplemental to a Guarantee and Debenture dated 1 October 1993

Amount secured by the mortgage or charge

All monies due from the Company to The Governor and Company of the Bank of Scotland as agent and security trustee for the Secured Parties (as defined in the Guarantee and Debenture granted by the Company dated 1 October 1993 ("the Debenture")) pursuant to the Financing Documents (as defined in the Debenture)

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

The Governor and Company of the Bank of Scotland as agent and security trustee for itself and others of Corporate Banking, 4th Floor, New Uberior House, 11 Earl Grey Street, Edinburgh ("the Security Trustee")

Postcode EH3 9BN

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

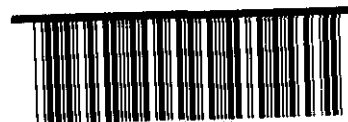
Dickinson Dees
St Ann's Wharf
112 Quayside
Newcastle upon Tyne
NE99 1SB

Ref: nfn

Time critical reference

For official Use
Mortgage Section

Post room



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COMPANIES HOUSE

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0298
31/03/04

Short particulars of all the property mortgaged or charged

1. By way of first legal mortgage, the following properties:-
 - 1.1 the freehold property known as Belgrave Mill, Belgrave Road, Darwen, Lancashire and registered at HM Land Registry under title number LA512247;
 - 1.2 the leasehold property known as land at Bolton Road, Darwen, Lancashire and registered at HM Land Registry under title number LA88571;
 - 1.3 the leasehold property known as 1-11 (odd) Ainsworth Street, Darwen, Lancashire and registered at HM Land Registry under title number LA510973;
 - 1.4 the leasehold property known as 56-60 (even) Bolton Road and 1 Wraith Street, Darwen and registered at HM Land Registry under title number LA74986;
 - 1.5 the leasehold property known as 62 Bolton Road, Darwen, Lancashire and registered at HM Land Registry under title number LA74987.
2. By way of fixed charge, all estates or interests in any freehold, leasehold or other immovable property now or at any time during the continuance of the security constituted by the supplemental debenture, belonging to the Company and the proceeds of sale thereof and all buildings and trade or any such property belonging to or charged to the Company.
3. By way of assignment by way of security all of the Company's right, title and interest (both present and future) in all agreements, contracts, policies of insurance now or in the future relating to the property charged by way of legal mortgage, together with all monies payable to the Company

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)

Nil

Signed



Date

30.3.04

On behalf of ~~[company]~~ [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

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Particulars of a mortgage or charge (continued)

Please do not
write in this
binding margin

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

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

Company Number

735621

Name of Company

Northern Trust Company

Limited*

* delete if
inappropriate

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

under each such agreement, contract or policy.

The supplemental debenture incorporates all of the terms and conditions of the Debenture and therefore contains a prohibition that the Company shall not grant any charges over any of its property and undertaking which is charged pursuant to the Debenture without the prior written consent of the Security Trustee

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00735621

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SUPPLEMENTAL DEBENTURE DATED THE 18th MARCH 2004 AND CREATED BY NORTHERN TRUST COMPANY LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND AS AGENT AND SECURITY TRUSTEE FOR ITSELF AND OTHERS ("THE SECURITY TRUSTEE") 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 31st MARCH 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2nd APRIL 2004.

DX unsele



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES