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in black type, or
bold block lettering

*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

[18] [17]

735621

Name of company

* NORTHERN TRUST COMPANY LIMITED ("the Mortgagor")

Date of creation of the charge

31st March 1995

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

Legal Charge made between the Mortgagor (1) and The Governor and Company of the Bank of Scotland ("the Security Trustee") (2)

Amount secured by the mortgage or charge

All monies and liabilities which shall for the time being (and whether on or at any time after such demand) be due owing or incurred to any of the Secured Parties (here meaning the Security Trustee, the Facility Agent, the Banks and the Working Capital Banks as defined in the Loan Agreement dated 28th September 1993 ("the Loan Agreement") made between TJH Group Limited and Others) by the Mortgagor whether actually or contingently and whether solely or jointly with any other person and whether as principal or surety including interest discount commission or other lawful charges and expenses which any of the Secured Parties may in the course of their business charge in respect of any of the matters aforesaid or for keeping the Mortgagor's account and so that interest shall be computed and compounded according to the usual mode of the relative Secured Party as well after as before any demand made or judgment obtained and on such demand the Mortgagor will retire all bills or notes which may for the time being be under discount with the relative Secured Party and to which the Mortgagor is a party whether as

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

THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND (the Security Trustee)

Legal Services, Teviot House, 41 South Gyle Crescent

Edinburgh

Postcode

EH12 9BR

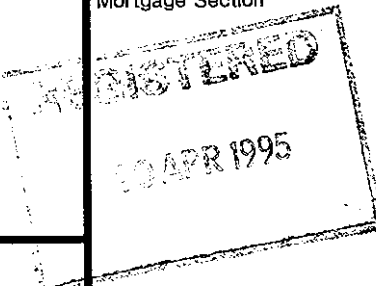
Presentor's name address and
reference (if any);

Wilde Sapte
1 Fleet Place
London
EC4M 7WS

DX: 145 London

Time critical reference

For official use
Mortgage Section



Post room



Short particulars of all the property mortgaged or charged

By way of Legal Mortgage:

1. The Freehold property known as or being:

(a) Longtown Industrial Estate Longtown Cumbria registered under title number CU75359

(b) Land and buildings to the west of Cringlethwaite Terrace Cringlethwaite Cumbria registered under title number CU35195

(c) Land and buildings at Leconfield Estate Cleator Moor Cumbria being part of land registered under title number CU75369

(d) Land and buildings at Devonshire Road East Millom Cumbria being part of land registered under title number CU75273

comprised in a transfer of even date between The Urban Regeneration Agency (1) and the Mortgagor (2)

2. The freehold property known as or being:

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

Particulars as to commission allowance or discount (note 3)

Signed

W. M. M. M. M.

Date

10/4/95

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

† 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.

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Particulars of a mortgage or charge (continued)

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

CHA 116

Please complete
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bold block lettering

Company Number

7 35621

Name of Company

NORTHERN TRUST COMPANY

Limited*

* delete if
inappropriate

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

drawer acceptor maker or endorser without any deduction whatsoever

Please complete
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bold block lettering

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

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

(a) Land and buildings at Solway Estate Maryport Cumbria being part of the land registered under title number CU75710

(b) Land and buildings at Salterbeck Workington Cumbria registered under title number CU75279

(c) Land at buildings at Leconfield Estate Cleator Moor Cumbria being part of the land registered under title number CU75369

(d) Land and buildings at Devonshire Road Estate Millom Cumbria being part of the land registered under title number CU75273

(e) Land and buildings at Clay Flatts Estate Workington Cumbria being part of the land registered under title number CU75483

(f) Land and buildings known as the Pattern Store Derwent Howe Workington Cumbria registered under title number CU25231

(g) Land and buildings to the south west of Gilmour Street Glasson Industrial Estate Maryport Cumbria registered under title number CU28859

comprised in a transfer of even date between The Urban Regeneration Agency (1) and the Mortgagor

3. The Leasehold property known as or being Units 1-3 Chapel Street Estate Egremont Cumbria as is described in a Lease of even date made between The Urban Regeneration Agency (1) and the Mortgagor (2)

N.B.

The Mortgagor is not without the written consent of the Security Trustee to:-

(a) Exercise the powers of granting or agreeing to grant or accepting or agreeing to accept surrenders of Leases or Tenancies of the above property

(b) Allow any person to be registered as proprietor of the above property at H M Land Registry

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 LEGAL CHARGE DATED THE 31st MARCH 1995 AND CREATED BY NORTHERN TRUST COMPANY LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ANY OF THE SECURED PARTIES (AS DEFINED IN THE LOAN AGREEMENT DATED 28 SEPTEMBER 1993 AND THE LEGAL CHARGE) ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 10th APRIL 1995.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12th APRIL 1995.

P. J. Thomas
P. J. THOMAS

for the Registrar of Companies



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

LC
12/4

HC026B