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Please complete
legibly, preferably
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

1719

735621

Name of company

* NORTHERN TRUST COMPANY LIMITED ("the Mortgagor")

Date of creation of the charge

17th February 1997

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

Legal Mortgage 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 (meaning the Security Trustee, the Facility Agent, the Banks and the Working Capital Banks such expressions being defined in a Loan Agreement dated 28th September 1993 made between TJH Group Limited, certain Banks, the Security Trustee as Facility Agent and security trustee and certain Banks as working capital banks ("the Loan Agreement") as amended and/or varied from time to time) 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 so that interest shall be computed and compounded according to the usual mode of the relative Secured Party as well after as before any

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

THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND

The Mound

Edinburgh

Postcode

EH1 1YZ

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

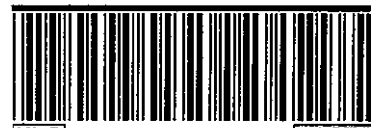
Wilde Sapte
1 Fleet Place
London
EC4M 7WS

145 LONDON
Ref: SJB/446300/PY0271128

Time critical reference

For official use
Mortgage Section

Post room



KLO *K9KBUTDO* 1672
COMPANIES HOUSE 20/02/97

By way of Legal mortgage all that freehold property known as or being land and buildings at Site BT325 Blackpool and Fylde Industrial Estate Brunel Way Blackpool registered at H M Land Registry under title number LA784062

N.B.

The Legal Mortgage contains restrictions on the rights of the Mortgagor without the prior written consent of the Bank to exercise its statutory powers of sale leasing and accepting surrenders of leases

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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



Date 19/2/96

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

735621

Name of Company

NORTHERN TRUST COMPANY LIMITED

Limited*

* delete if
inappropriate

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

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 drawer acceptor maker or endorser without any deduction whatsoever

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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
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in black type, or
bold block lettering**

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

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 17th FEBRUARY 1997 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 UNDER THE TERMS OF A LOAN AGREEMENT DATED 28th SEPTEMBER 1993 AND THIS CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 20th FEBRUARY 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24th FEBRUARY 1997.

A handwritten signature in cursive script, appearing to read 'P. Davies'.

PHIL DAVIES

for the Registrar of Companies



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

161
151
24.2