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COMPANIES FORM No. 395

Particulars of a mortgage or charge

3849691213

395

A fee of £13 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

1211

735621

Name of company

* NORTHERN TRUST COMPANY LIMITED

Date of creation of the charge

8 FEBRUARY 2006

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 Ueberior House, 11 Earl Grey Street, Edinburgh ("the Security Trustee")

Postcode

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

Dickinson Dees
1 Trinity Gardens
Broad Chare
Newcastle upon Tyne
NE1 2HF

JDR/DSF/BAN/13/140

Time critical reference

For official Use (02/00)

Mortgage Section

Post room



A12
COMPANIES HOUSE

AM4U1D4E

500
21/02/2006

Short particulars of all the property mortgaged or charged

1. By way of first legal mortgage, the freehold property known as Millennium Court, Neston, Cheshire which is registered with title absolute at H M Land Registry under title numbers CH526156 and CH523472.
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.

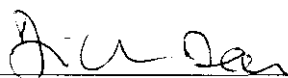
Please do not
write in
this margin

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed



Date

17.2.06

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

A fee 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of 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

COMPANY No. 00735621

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SUPPLEMENTAL DEBENTURE DATED THE 8th FEBRUARY 2006 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) ON ANY ACCOUNT WHATSOEVER 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 21st FEBRUARY 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd FEBRUARY 2006.

R.
Ran



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES