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in black type, or
bold block lettering

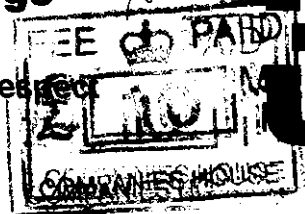
*insert full name
of Company

COMPANIES FORM No. 395

Res. 522030

Particulars of a mortgage or charge

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



395

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

[1917]

735621

Name of company

* Northern Trust Company Limited (the "Chargor")

Date of creation of the charge

6 April 2001

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

(Legal charge) dated 6 April 2001 made between the Chargor (1) and the Governor and Company of the Bank of Scotland (the "Bank") (2) (the "Charge")

Amount secured by the mortgage or charge

All moneys and liabilities which shall for the time being (and whether on or at any time after demand) be due owing or incurred to any of the Secured Parties (defined below) by the Chargor 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 these matters or for keeping the Chargor's account and so that interest shall be computed and compounded according to the usual mode of the relative Secured Part as well after as before any demand made or judgment obtained pursuant to the terms of the Charge and on such demand the Chargor will retire all bills or notes which may for the time being be under discount with the relative Secured Party and to which the Chargor is a party whether as drawer acceptor maker or indorser without any deduction whatsoever.

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 1YP

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

Denton Wilde Sapte
Clifford's Inn
5 Chancery Lane
London
EC4A 1BU

AYL/58119.00746/5206676

Time critical reference

For official Use
Mortgage Section

Post room



LD6
COMPANIES HOUSE

*LOU3H06TW

0043
27/04/01

The Chargor with full title guarantee charged by way of legal mortgage:

1. The freehold property at Clay Flatts Estate, Workington, Cumbria, registered at HM Land Registry under title number CU75483.
2. The freehold properties situate at Derwent Mills, Commercial Park, Wakefield Road, Cockermouth, Cumbria more particularly described in the transfer dated 6 April 2001 made between North West Development Agency (1) and Northern Trust Company Limited (2), being part of the property currently registered at HM Land Registry under title number CU98053.
3. The leasehold properties at Furness Business Park, Barrow in Furness more particularly demised by a transfer dated 6 April 2001 made between North West Development Agency (1) and Northern Trust Company Limited (2) forming part of the properties registered at HM Land Registry under title numbers CU93116, CU111213 and CU86552.

(the "Property")

NB The Charge contains restrictions on the rights of the Chargor 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)

Nil

Signed Dustin W. de Saete

Date 27 April 2001

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

A fee of £10 is payable to Companies House in respect of each register entry for 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

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 6th APRIL 2001 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 ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 27th APRIL 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 1st MAY 2001.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

R. Ram