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Pursuant to section 395 of the Companies Act 1985

CHA 116

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

To the Registrar of Companies

For official use

Company number

735621

Name of company

* NORTHERN TRUST COMPANY LIMITED ("the Mortgagor")

* insert full name
of company

Date of creation of the charge

12th January 2000

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 an Loan Agreement dated 28th September 1993 made between TJH Group Limited, certain Banks, the Security Trustee as Facility Agent and the 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 (See Continuation Sheet No. 1)

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

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

Wilde Sapte
1 Fleet Place
London
EC4M 7WS

For official use
Mortgage Section

145 LONDON
JAR/JXC/446300/PY0484809.01

Time critical reference

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KLO
COMPANIES HOUSE

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19/01/00

All that land known as Widow Hill Road, Burnley more particularly demised by a Conveyance dated 4th January 1961 and made between the Mayor Alderman and Burgesses (1) and Joseph Lucas (Industries) limited (2)

Please do not
write in
this margin

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

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed

Wilde Sapte

Date 12th January 2000

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.

Please do not
write in this
binding margin

Particulars of a mortgage or charge (continued)

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

CHA 116

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

Company Number

735621

Name of Company

NORTHERN TRUST COMPANY LIMITED ("the Mortgagor")

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

Please complete
legibly, preferably
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bold block lettering

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binding margin

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

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in black type, or
bold block lettering

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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 MORTGAGE DATED THE 12th JANUARY 2000 AND CREATED BY NORTHERN TRUST COMPANY LIMITED FOR SECURING ALL MONIES AND LIABILITIES DUE OR TO BECOME DUE FROM THE COMPANY 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 28 SEPTEMBER 1993 MADE BETWEEN TJH GROUP LIMITED, CERTAIN BANKS, THE SECURITY TRUSTEE AS FACILITY AGENT AND THE SECURITY TRUSTEE AND CERTAIN BANKS AS WORKING CAPITAL BANKS (THE "LOAN AGREEMENT") AS AMENDED AND/OR VARIED FROM TIME TO TIME) UNDER THE TERMS OF THIS LEGAL MORTGAGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 19th JANUARY 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21st JANUARY 2000.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

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