

# M

## COMPANIES FORM No. 395

### Particulars of a mortgage or charge

CB00  
528266

# 395

CHFP025

Please do not  
write in  
this margin

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

\*insert full name  
of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

19

735621

Name of company

\* Northern Trust Company Limited (the "Company").

Date of creation of the charge

15 June 2001

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

Supplemental debenture between the Company and The Governor And Company Of The Bank Of Scotland as agent and security trustee for the Secured Parties (as defined below) (the "Security Trustee") ("the Supplemental Debenture").

Amount secured by the mortgage or charge

The actual, contingent, present and/or future obligations and liabilities of the Company to any of the Secured Parties under or pursuant to any of the Debenture and any of the Financing Documents (as such terms are defined below) (the "Secured Obligations").

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):

Denton Wilde Sapte  
One Fleet Place  
London  
EC4M 7WS

EXS/58119.00764/5281695.01

Time critical reference

For official Use  
Mortgage Section

Post room



LD5  
COMPANIES HOUSE

0238  
20/06/01

The Company, with full title guarantee, as security for the payment of all the Secured Obligations in favour of the Security Trustee charged:

- (i) by way of first legal mortgage the Further Property (as defined below);
- (ii) by way of fixed charge all estates or interests in any freehold, leasehold or other immoveable property as at 15 June 2001 or at any time during the continuance of the security created by the Debenture and 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; and
- (iii) 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 (including the Purchase Contract (as defined below)) now or in the future relating to the Further Property together with all monies payable to the Company under each such agreement, contract or policy.

CONTINUED .../DWSLIB5281697.01

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 Denton Wilde Sapte

Date 19 June 2001

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

A fee of £10 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 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

Continuation Sheet No 1

Company Number

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Name of company

Northern Trust Company Limited

Notes

The Supplemental Debenture is supplemental to a Guarantee and Debenture dated 1 October 1993 made between the Company and the Security Trustee (the "**Debenture**"). The terms and conditions of the Debenture shall apply to (and be deemed to be incorporated in) the Supplemental Debenture as if such were set out in the Supplemental Debenture word for word and, for these purposes, the Further Property is included within the definition of "**Legally Mortgaged Property**". The Supplemental Debenture shall be deemed to be a "**Financing Document**" for the purposes of the Debenture and all other documents or agreements comprised within such expression.

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Name of company

Northern Trust Company Limited

## Definitions

"**Credit Agreement**" means a loan agreement dated 28 September 1993 made between (1) TJH Group Limited (2) The Governor And Company Of The Bank Of Scotland and The Royal Bank Of Scotland plc (the **Banks**) (3) The Governor And Company Of The Bank Of Scotland (the **Facility Agent**) (4) the Security Trustee and (5) The Governor And Company Of The Bank Of Scotland and The Royal Bank Of Scotland plc (the **Working Capital Banks**) as amended, restated and supplemented from time to time.

"**Financing Documents**" shall have the meaning given to that term in the Credit Agreement.

"**Further Property**" means all estates and interests in the freehold, leasehold and other immovable property described in the Schedule to the Supplemental Debenture and set out for reference in the Schedule to this Form 395 and the proceeds of sale thereof and all buildings and trade on any such property belonging to or charged to the Company.

"**Purchase Contract**" means the contract for the purchase of the properties described in the Schedule to the Supplemental Debenture and set out for reference in the Schedule to this Form 395 dated 25 May 2001 made between the Company (1) Workspace 1 Limited (2), Workspace 2 Limited (3), Workspace 3 Limited (4), Workspace 4 Limited (5), Workspace 7 Limited (6) and Workspace Group PLC (7).

"**Secured Parties**" means all and each of the Security Trustee, the Facility Agent, the Banks and the Working Capital Banks.

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Name of company

Northern Trust Company Limited

## SCHEDULE

1. Land on the south west side of Bradford Street, Digbeth registered at HM Land Registry under title number WM 659698.
2. The Deansbank Centre, Fairground Way, Walsall registered at HM Land Registry under title number WM472976.
3. Brookvale Trading Estate, Brookvale Road, Witton more particularly described in the Lease dated 2 December 1994 and made between (1) A&J Mucklow (Estates) Limited and (2) London Industrial Plc and land on the north west side of Brookvale Road more particularly described in the Lease dated 4 December 1981 and made between (1) The City of Birmingham District Council and (2) A&JN Mucklow (Estates) Limited and registered at HM Land Registry under title numbers WM 607699 and WM 239327.
4. Land being 114-126 (even) Branston Street, 93-107 (odd) Spencer Street and 30-40 (even) Hockley Street, Birmingham registered at HM Land Registry under title number WM532685.
5. The freehold land and buildings on the north side of Bentley Lane (known as Bentley Lane Industrial Park), Walsall registered at HM Land Registry under title number SF 46446.
6. The freehold property known as units 1-6 Barrington Court, Brackley and land on the west side of Ward Road, Brackley registered at HM Land Registry under title numbers NN 125890 and NN 137011.
7. Vauxhall Trading Estate, Dudderton Mill Road, Saltsley, Birmingham registered at HM Land Registry under title number WM 607709.
8. The freehold property on the south side of Fengate, Peterborough known as St David's Trading Estate registered at HM Land Registry under title number CB 90520.
9. The leasehold property adjoining Sugarbrook Road known as Aston Fields Trading Estate more particularly described in the Lease dated 2 December 1994 and made between (1) A&J

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Mucklow (Investments) Limited and (2) London Industrial Plc and registered at HM Land Registry under title number HW 151471.

10. The leasehold property more particularly described in the Lease dated 1 November 1995 and made between (1) Kindale Limited and (2) Kindale Properties Limited, and freehold property adjoining Irthlingborough Road, Wellingborough together known as Laurence Leyland Trading Estate registered at HM Land Registry under title numbers NN 207657 and allocated title number NN 178476.
11. The leasehold property more particularly described in the Lease dated 2 December 1994 and made between (1) A&J Mucklow (Investments) Limited and (2) London Industrial Plc, and freehold property adjoining Lyndon Road, Stechford together known as Stechford Trading Estate registered at HM Land Registry under title numbers WM607705 and WM 212506.
12. Land being Belfont Trading Estate, Mucklow Hill, Halesown registered at HM Land Registry under title number WM607711.
13. Long Lane Trading Estate, Long Lane, West Midlands registered at HM Land Registry under title number WM 607700.
14. Primrose Hill Trading Estate, Cradley Road, Netherton, West Midlands registered at HM Land Registry under title numbers WM 175684 and WM 607702.
15. Two Woods Trading Estate, Talbot Lane, Brierley Hill, Betherton, West Midlands registered at HM Land Registry under title number WM 607707.
16. Smallheath Trading Estate, Armoury Road, Smallheath, Birmingham, West Midlands registered at HM Land Registry under title number WM 607704.
17. Leasehold property known as Royal Oak Trading Estate, Alvis Way, Daventry registered at HM Land Registry under title number NN 172569.

COMPANIES FORM No. 395 (Cont.)

Continuation Sheet No 5

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Name of company

Northern Trust Company Limited

18. Leasehold property known as Federation Road Trading Estate, Federation Road, Stoke on Trent registered at HM Land Registry under title number SF 347622.
19. Freehold property known as Keys Court, 82 and 84 Moseley Street, Digbeth, Birmingham registered at HM Land Registry under title number WK 191677.
20. Derby Trading Estate, Stores Road, Derby registered at HM Land Registry under title number DY 261324.
21. Tile Cross Trading Estate, Tile Cross Road, Morston Green, Birmingham registered at HM Land Registry under title number WM 607706.
22. Vernon Trading Estate, New John Street, Blackheath, West Midlands registered at HM Land Registry under title number WM 607710.
23. Land being Park Trading Estate, Park Road, Hockley registered at HM Land Registry under title number WM 607701.
24. Brook Street Business Centre, Brook Street, Tipton registered at HM Land Registry under title number WM686632.
25. Land on the east side of Brunel Drive, Newark registered at HM Land Registry under title number NT 211340.
26. Land being St Mary's Mills, Evelyn Drive, Leicester and land lying to the east of Marlow Road, Leicester registered at HM Land Registry under title number LT 57317 and LT 59290.

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 BETWEEN THE COMPANY AND THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND AS AGENT AND SECURITY TRUSTEE FOR THE SECURED PARTIES (AS DEFINED) DATED THE 15th JUNE 2001 AND CREATED BY NORTHERN TRUST COMPANY LIMITED FOR SECURING THE ACTUAL CONTINGENT PRESENT AND/OR FUTURE OBLIGATIONS AND LIABILITIES OF THE COMPANY TO ANY OF THE SECURED PARTIES UNDER OR PURSUANT TO ANY OF THE DEBENTURE AND ANY OF THE FINANCING DOCUMENTS (AS DEFINED) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 20th JUNE 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd JUNE 2001.

*Handwritten signature*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —