

M

**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.

CHFP025

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

[ [ 1 0 ] ]

735621

Name of company

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

Date of creation of the charge

6 December 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, 4th Floor, New Uberior House, 11 Earl Grey Street, Edinburgh

Postcode EH3 9BN

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

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

LJS/58119.00780/5573898.01

Time critical reference

For official Use  
Mortgage Section

Post room



LD6  
COMPANIES HOUSE

\*L2F8X6R4\*

0414  
20/12/01

Short particulars of all the property mortgaged or charged

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 6 December 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 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 .../DWSLIB5573904.01

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 *DWS*

Date 17 December 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

COMPANIES FORM No. 395 (Cont.)

Continuation Sheet No 1

Company Number

735621

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.

COMPANIES FORM No. 395 (Cont.)

Continuation Sheet No 2

Company Number

735621

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.

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

**COMPANIES FORM No. 395 (Cont.)**

Continuation Sheet No 3

Company Number

735621

Name of company

Northern Trust Company Limited

**SCHEDULE**

1. All that leasehold property known as land and buildings on the south side of George Street, Chorley, Lancashire, registered at HM Land Registry with title absolute under title numbers LA662172, LA691442, LA748716, LA750839, LA786162 and LA786159.

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 6th DECEMBER 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 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 DECEMBER 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24th DECEMBER 2001.

A handwritten signature in black ink, consisting of a stylized 'S' shape.



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —