

M

CHFP025

Please do not
write in
this margin

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

*insert full name
of Company

COMPANIES FORM No. 395**Particulars of a mortgage or charge**

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

133

00926435

Name of company

* Thomas Services Company Limited (the "Company")

Date of creation of the charge

24 August 2007

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

Chattel Mortgage (the "Charge")

Amount secured by the mortgage or charge

All moneys and liabilities (including further advances made hereafter by the Security Holder and secured directly or indirectly by the Charge) whether certain or contingent which as at the date of the Charge or at any time thereafter may be due owing or incurred by the Company to the Security Holder or for which the Company may be or become liable to the Security Holder on any current or other account or in any manner whatever (and whether alone or jointly with any other person and in whatever style, name or form and whether as principal or surety) together with any other costs, charges and expenses incurred by the Security Holder in relation to the Charge or in enforcing the security created by the Charge on a full and unqualified indemnity basis including (without prejudice to the generality of the foregoing) costs incurred or suffered by the Security Holder in defending proceedings brought by any third party impugning the Security Holder's title to the security created by the Charge or the enforcement or exercise of the Security Holder's rights and remedies under the Charge

Names and addresses of the mortgagees or persons entitled to the charge

Scottish & Newcastle UK Limited, 2-4 Broadway Park, South Gyle Broadway, Edinburgh (the "Security Holder")

Postcode EH12 9JZ

Presentor's name address and
reference (if any)

DLA Piper Scotland LLP
Rutland Square
EDINBURGH
EH1 2AA

SWM/AB/42261/120004

Time critical reference

For official Use (06/2005)
Mortgage Section

Post room

TUESDAY



A27

ARNNLSOC

04/09/2007

COMPANIES HOUSE

419

See paper apart

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)

N/A

Signed

OLA Piper Scotland LLP

Date

3/9/07

On behalf of ~~XXXXXXXX~~ [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.

**THIS IS THE PAPER APART REFERRED TO IN THE FOREGOING FORM 395
RELATIVE TO A CHATTEL MORTGAGE BY THOMAS SERVICES COMPANY
LIMITED IN FAVOUR OF SCOTTISH & NEWCASTLE UK LIMITED**

1. Definitions

"Mortgaged Chattels" means the plant, machinery, chattels, motor vehicles or other equipment described in the annexed schedule together with all additions, alterations, accessories, replacements and renewals from time to time thereto and any component parts thereof from time to time held by the Company (whether or not attached thereto) and **"Mortgaged Chattels"** includes all or any part thereof, and

"Mortgaged Property" means the Mortgaged Chattels and all other rights and property hereby assigned and **"Mortgaged Property"** includes all or any part thereof

2. Short particulars of all property mortgaged or charged

The Company, with full title guarantee hereby assigns by way of security to the Security Holder

- (a) the Mortgaged Chattels,
- (b) the benefit of any guarantee, warranty or other obligation in relation to the Mortgaged Chattels given or incurred by any manufacturer, supplier or other person and the benefit so far as enjoyed by the Company of all agreements for the maintenance, repair or upkeep of the Mortgaged Chattels,
- (c) the benefit of all agreements as at the date of the Charge or thereafter entered into by the Company or the benefit of which is otherwise vested in the Company for the bailment or the hiring of the Mortgaged Chattels and all agreements as at the date of the Charge or thereafter entered into under which the Mortgaged Chattels are bailed or hired on hire purchase or sold under a conditional sale agreement or other instalment credit agreement and all sums as at the date of the Charge or thereafter due under any such agreement and the full benefit of any such agreement,
- (d) all copyrights, patents, trademarks, service marks, brand names, inventions, design rights, know-how and other intellectual property rights in or relating to the Mortgaged Chattels or licences to use the same whether registered or unregistered and the benefit of any pending applications for the same and all benefits deriving therefrom including but not limited to royalties, fees, profit sharing agreements and income arising therefrom as at the date of the Charge or thereafter held by or belonging to the Company together with the licence (if any) to use particular software or computer programmes in relation to the Mortgaged Chattels, and
- (e) the full benefit of the Company's rights and interests (if any) in and to all insurances effected by the Company or by any other person of the Mortgaged Chattels or the use thereof,

to hold the same unto the Security Holder absolutely subject only to the proviso that on the payment and discharge to the Security Holder of the Secured Liabilities and all other sums intended to be secured, the Security Holder shall at the cost and expense of the Company and at its request duly re-assign the Mortgaged Property to the Company

N/L **Manual Valves & associated Pipework**

LABORATORY:

626 - 631 & Complete contents of Laboratory to include Work Units |
663 - 664 + and sterile Fume Cupboards
666-671& 672A (but excluding Wall mounted Glass Distilled Water Unit)

UTILITIES:

111 1,530 Hl (935 brl) Vertical Hot Water Tank in Duplex stainless steel
186 2 x 6 T Carbon Treatment Tanks for water with new (unused) Safety
Valves
290 320 Hl / hr (200bph) -APV HMB Beer Chiller with c.240 plates
320 - 324 5 x R22 STAL Rotary Fridge plants (Compressors only)
327 1 x 11T CO2 Tank c w Vapouriser
316- 319 & 5 x Atlas Copco ZT1 Oil free Rotary Screw Air Compressors
328
334 / 335 / 3 x Electricity Generators (70kVA / 250kVA & 160kVA)
336
466 ETA De-aeration plant / 12mtr column

ANNEXURE - SCHEDULE OF PLANT

LOT No. DESCRIPTION

BREWHOUSE:

71	Yeast Propagation Vessel
86/87	2 x 15 T Sugar Tanks (Duplex Stainless Steel)
176 - 179	4 x Yeast Storage Tanks (on load cells)
181+ 190	Sulphuric Acid Storage Tank & associated dosing

FERMENTATION

248 - 250	3 x 576 hl Bright Beer Tanks
294 - 301	8 x 1040 hl Conical Maturation Vessels (including Staircase)
386 / 387 & 393	Schenk Filter system (90bph) + DCE Unimaster Dust Unit
388	Mobile Pall Sterile Filter Unit 30mm x 1100mm
389	4 x 2'6" Hayward Vertical Filters
411 - 417	7 x 480 hl Conical Fermenting Vessels
446 - 452	7 x 464 hl Bright Beer Tanks with Mixers (ex CASK LINE)
457	Ecolab (Skid Mounted) CIP Recovery system
N/L	Flexible Hoses, Swing Bend Panels, Flow Meters & all associated Mains Pipework

BOTTLING:

Bottling Line Plant (excluding Lot 524 - Mezzanine Floor) but to include -

511	KHS CIP Set comprising 2 x 2500 Ltr Stainless Steel Vertical Tanks , 1 x Fibreglass Tank, Skid Mounted Shell & Tube Heat Exchanger with Pumps & Controls
512	Kettner Bulk Glass Bottle Depalletiser,
513	Stainless Steel Empty Bottle Covered Multi Lane Infeed Accumulation Conveyor from Depalletiser to Filler incl Pressureless Combiner & Controls,
514	Heuft Basic Empty Bottle Inspection System
515	Single & Twin Lane Stainless Steel Empty Bottle Covered High Speed Conveyor
516	1997 KHS - 72 Head Innofil Bottle Filler suitable for RB / NRB - with Integral 84 Head Rinser and 18 Head Crowner - designed for 36,000 bph line speed
517	1996 Krones Kampack Crate Packer (s/n 460-248)
518	1997 Prasmatic Tray Erector / Shrink Wrapper Model PM40 - does 8 / 12 or 24 Packs
519	2001 SMI Wrap around Case Packer - Model WP450 (s/n 8141) - & Outfeed Powered Roller Conveyor
520	Domino Solo 6 Ink Jet Coder
521	Quantity of Kensal Powered Roller & Belt Elevated Pack Conveyor - for Fulls
522	Lita Case Palletiser with Layer Board Inserts
523	Pieri Automatic Pallet Stretch Wrapper
525	Multi & Single Track Stainless Steel Full Bottle Conveyor from Filler to Packaging Equipment incl Pressureless Combiner & Control Panel
526	Pallet Strapper
527	160 Hl / hr (100 bph) Alfa laval AM 10 Flash Pasteuriser - complete system including Control Panel, Flow Meters, Flow Plates, 3 Pumps, etc (located elsewhere)

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No 00926435

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHATTEL MORTGAGE DATED THE 24th AUGUST 2007 AND CREATED BY THOMAS SERVICES COMPANY LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO SCOTTISH & NEWCASTLE UK LIMITED (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 4th SEPTEMBER 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 7th SEPTEMBER 2007

THIS CERTIFICATE HAS BEEN AMENDED BY
AN AMENDING CERTIFICATE DATED
17/09/2007



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No 00926435

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHATTEL MORTGAGE DATED THE 24th AUGUST 2007 AND CREATED BY THOMAS SERVICES COMPANY LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO SCOTTISH & NEWCASTLE UK LIMITED (THE SECURITY HOLDER) 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 4th SEPTEMBER 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17th SEPTEMBER 2007



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —