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No. of
Company

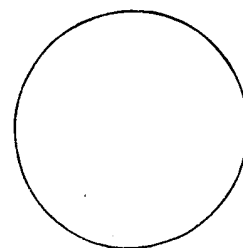
1144794/M14

①



Form No. 47.

THE COMPANIES ACTS 1948 to 1967



PARTICULARS of a Mortgage or Charge created by a Company Registered in England.

Pursuant to Section 95.

Name of Company (TURNER KENNEDY PROPERTIES Limited.

Presented by

MIDLAND BANK LIMITED
POULTRY
LONDON EC2P 2BX



H.

ma

14.3.69

5184

1144794

Particulars of a Mortgage

TURNER KENNEDY

(1)	(2)	(3)
Date and description of the instrument creating or evidencing the Mortgage or Charge.	Amount secured by the Mortgage or Charge.	Short particulars of the Property Mortgaged or Charged.
<p>FLOATING CHARGE Mortgage dated. Twelfth day of May 1975</p>	<p>All moneys now due or hereafter to become due or from time to time accruing due from the Company to the Bank on any account whatsoever.</p>	<p>the Undertaking of the company and all its property whatsoever and wheresoever both present and future including its uncalled capital for the time being</p> <p>Floating Charge on the Undertaking of the Company and all its property whatsoever and wheresoever both present and future including its uncalled capital for the time being but so that the Company shall not be at liberty without the previous consent in writing of the Bank to create any mortgage or charge or confer any lien on the assets thereby charged or any part thereof or to sell or deal with its book or other debts or securities for money otherwise than for the purpose of getting in and realising the same in the ordinary way of business.</p>

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Mortgage

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This Margin is to be reserved for Binding.

This Margin is to be reserved for Binding.

or Charge Created by

PROPERTIES

Limited, a Company registered in England.

(4) Names, Addresses and Descriptions of the Mortgagees or Persons entitled to the Charge.	(5) 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 subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the Debentures included in this return.
Midland Bank Limited, whose registered office is at Poultry, in the City of London.	Nil.

Signature

R. G. May

Designation of
position
in relation
to the
Company.

Director

Dated the Twelfth day of May 19 75



14
14

**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

I hereby certify that a mortgage or charge dated the **12th May 1975**
and created by **TURNER KENNEDY PROPERTIES LIMITED**

for securing all moneys now due, or hereafter to become due, or from time to time accruing
due from the Company to **Midland Bank Limited**

on any account whatsoever

was registered pursuant to section 95 of the Companies Act, 1948, on
the **16th May 1975**

Given under my hand at London the **21st May 1975**

No. **1144794**

SA Penderbury

Assistant Registrar of Companies

Certificate and instrument received by

.....
.....

Date
21 MAY 1975

776.

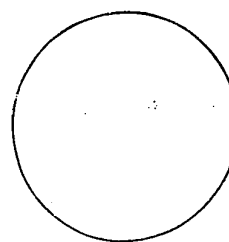
No. of
Company

1144794/M 15



Form No. 47.

THE COMPANIES ACTS 1948 to 1967



PARTICULARS of a Mortgage or Charge created by a Company Registered in England.

Pursuant to Section 95.

Name of Company { TURNER KENNEDY PROPERTIES
Limited.

Presented by

MIDLAND BANK LIMITED
POULTRY
LONDON EC2P 2BX



14.3.69

5185

1144794

Particulars of a Mortgage

TURNER KENNEDY

(1) Date and description of the instrument creating or evidencing the Mortgage or Charge.	(2) Amount secured by the Mortgage or Charge.	(3) Short particulars of the Property Mortgaged or Charged.
Mortgage dated. Twelfth day of May 1975	All moneys now due or hereafter to become due or from time to time accruing due from the Company to the Bank on any account whatsoever.	Leasehold land, hereditaments and premises, being a Sawmill and Premises at Longdon Heath, / Upton-on-Severn, Worcestershire together with all fixtures whatsoever now or at any time hereafter affixed or attached to the said premises or to any part thereof.

This Margin is to be reserved for Binding.

This Margin is to be reserved for Binding.

or Ch

PROPERTY

Name

Midland
City of

ortgage

BY

ortgaged on

aments
awmill
Heath, /
tershire
res
y time
tached to
any party

This Margin is to be reserved for Binding.

This Margin is to be reserved for Binding.

or Charge Created by

PROPERTIES

Limited, a Company registered in England.

(4)

Names, Addresses and Descriptions of the Mortgagees or Persons entitled to the Charge.

(5)

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 subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the Debentures included in this return.

Midland Bank Limited, whose registered office is at Poultry, in the City of London.

Nil.

Signature

Designation of position in relation to the Company.

Dated the Twelfth day of May 19 75

M
15



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

I hereby certify that a mortgage or charge dated the **12th May 1975**
and created by **TURNER KENNEDY PROPERTIES LIMITED**

for securing all moneys now due, or hereafter to become due, or from time to time accruing
due from the Company to **Midland Bank Limited**

on any account whatsoever

was registered pursuant to section 95 of the Companies Act, 1948, on
the **16th May 1975**

Given under my hand at London the **21st May 1975**

No. **1144794**

SA Pendlebury

Assistant Registrar of Companies

Certificate and instrument received by

.....
.....

Date **21st May 1975**



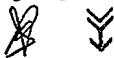
THE COMPANIES ACTS 1948 TO 1976

Memorandum of complete satisfaction
of mortgage or charge

MS 445/16 JUL/CN

49

Please do not
write in this
binding margin



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

*delete if
inappropriate

†A description of
the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.
with the date
thereof should
be given.

‡Insert brief
details of
property

§The date of
registration may
be confirmed
from the
certificate of
registration and
(except in the
case of a series
of debentures)
from the
registration
stamp affixed to
the instrument(s)
registered.

For verification
see overleaf

For official use

116

Company number

1144794

Name of company

Mallinson-Denny (Trustees)

Limited*

Particulars to be verified

The above-named company hereby gives notice that the registered charge being [†
a floating charge dated 12th May 1975] [a series of debentures
authorised by resolution dated 12th May 1975] secured on property; i.e.
the undertaking and all property and assets present and future including
uncalled capital
of which particulars were registered with the Registrar of Companies on 16th May
1975 was wholly satisfied on 8th July 1985 the debt for which the
charge was given having been paid or satisfied

The above-named company hereby gives notice that the registered charge being [†
a mortgage dated 12th May 1975] [a series of debentures
authorised by resolution dated 12th May 1975] secured on property; i.e.
leasehold land, hereditaments and premises at Longdon Heath, Upton-on-
Severn, Worcs., together with all fixtures or attached to the said premises
or to any part thereof.
of which particulars were registered with the Registrar of Companies on 16th May
1975 was wholly satisfied on 8th July 1985 the debt for which the
charge was given having been paid or satisfied

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

MALLINSON-DENNY LTD
130 HACKNEY ROAD
LONDON E2 7QR

For official use
Mortgage section

Post room

REGISTERED

15 JUL 1985



Time critical reference

3979 16/7

In witness whereof the common seal of the company was hereto affixed the 12th
day of July 19 85
Signed: D.H. Allen
[Signature] } Directors
[Signature] } Assistant Secretary
Seal of company

Please do not
write in this
binding margin

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

Declaration verifying complete satisfaction of a mortgage or charge

Pursuant to section 100 of the Companies Act 1948

Name of company

Mallinson-Denny (Trustees)
Limited*

*delete if
inappropriate

We, David Hedley Allen
of 130 Hackney Road,
London E2 7QR
a director of the above-named company
and Alan Peter Craft
of 130 Hackney Road,
London E2 7QR

Assistant
the secretary thereof, do solemnly and sincerely declare that the particulars contained in the
memorandum of satisfaction relating to 2 charges (insert number of charges)
entered overleaf are true to the best of our knowledge, information and belief. And we make
this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

Declared at 130 Hackney Road,
London E2 7QR

Declarants sign here

the 12 day of July one
thousand nine hundred and eighty five

before me
A Commissioner for Oaths;

for Notary Public
or Justice of the
Peace or
Solicitor having
the powers
conferred on a
Commissioner for
Oaths



Please do not
write in this
binding margin

THE COMPANIES ACTS 1948 TO 1981

Particulars of a mortgage or charge

Pursuant to section 95 of the Companies Act 1948

For official use

Company number

M22 23 AUG 85

1144794

Name of company

MALLINSON-DENNY (TRUSTEES)

Limited*

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

*delete if
inappropriate

Date and description of the instrument creating or evidencing the mortgage or charge (note 2)

Debenture (the "Company's Debenture") dated
9th August 1985 and made between the Company
and the Agent as trustee for the Agent and
and each of the Banks.

Amount due or owing on the mortgage or charge

All present and future obligations and liabilities
of Mallinson-Denny Limited, Mallinson-Denny Group
Limited (the "Parent") and each of the Charging
Subsidiaries (including the Company) to the Agent
and the Banks under each of the Financing
Documents and/or in respect of any of the
Ancillary Facilities (whether made available to
Mallinson-Denny Limited or any Charging
Subsidiary) together with all costs, charges
and expenses incurred by the Agent or any
Bank in connection with the protection,
preservation or enforcement of the rights of
the Agent or any Bank under the Financing
Documents and/or in respect of the Ancillary
Facilities as aforesaid (the "Secured
Liabilities").

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

BANKERS TRUST COMPANY, Dashwood House,
69 Old Broad Street, London EC2P 2EE (the
"Agent") as trustee for the Agent and each of
the Banks.

Presenter's name, address and
reference (if any):

Allen & Overy
9 Cheapside
LONDON EC2V 6AD
ARH/GDV/ORH

For official use
Mortgage section

REGISTERED

22 AUG 1985

Post room



Time critical reference

5426738

Short particulars of all the property mortgaged or charged

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering

1. By way of first fixed charge:-

- (a) its present and future interest in all stocks, shares, debentures, bonds or other securities;
- (b) all book and other debts and other moneys due, owing, payable or incurred to it now or at any time and the benefit of all rights, securities and guarantees of any nature whatsoever now or at any time enjoyed or held by it in relation thereto;
- (c) its present and future goodwill;
- (d) the benefit of all present and future licences (statutory or otherwise) held in connection with its business or the user of any of the Security Assets
(continued)

Particulars as to commission, allowance or discount (note 3)

NONE

Signed

Allen & Overy

Date 21/8/85

Designation of position in relation to the company Solicitors to the Mortgagee**Notes**

- 1 The original instrument creating or evidencing the charge, together with this form, must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (Section 95(1)). 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 or copy instrument could in due course of post, and if despatched with due diligence, have been received in the United Kingdom (Section 95(3)). A copy of the instrument creating the charge will be accepted where the property charged and the charge so created are both outside the United Kingdom (Section 95(3)) and in such cases the copy must be verified as a true copy under the seal of the Company or under the hand of some person interested therein otherwise than on behalf of the company. A copy will also be accepted where Section 95(5) applies and Form 47c 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 of 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 subscribing or agreeing to subscribe, whether absolutely or conditionally, or 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.

Short particulars of all the property mortgaged
or charged /contd.

referred to in paragraph 2(a) below and the right to recover and receive all compensation which may at any time become payable to it in respect of any of the Security Assets;

- (e) its present and future uncalled capital; and
- (f) its present and future interests in all licences and patents (including applications and rights to apply therefor), copyrights, rights in trade marks, whether registered or not, and rights in confidential information now or at any time belonging to it;

AND

2. By way of a first floating charge all its right and title to and interest in its undertaking and all its right and title to and interest in any property, assets and rights whatsoever and wheresoever both present and future not otherwise effectively charged by way of fixed charge by paragraph 1 above including without limitation:

- (a) all present and future interests in any freehold or leasehold property belonging to it and all buildings and fixtures thereon and all proceeds of sale thereof,
- (b) all plant and machinery now or in the future owned by the Company and its interest in any plant or machinery in its possession, and
- (c) all moneys now or at any time standing to the credit of each of its accounts with any bank and the debt represented thereby.

3. The Company's Debenture also contains a covenant to the effect that the Company will not and will procure that none of its Subsidiaries will create or permit to subsist any Encumbrance on the whole or any part of its or their present or future assets either to secure any borrowings from or in favour of any person or to secure the performance of any obligation in relation to any other arrangement or financial accommodation which any

bank or other institution providing banking services except as specified in the Company's Debenture.

4. The Company's Debenture further contains a covenant to the effect that the Company will not and will procure that none of its Subsidiaries will either in a single transaction or in a series of transactions and whether voluntarily or involuntarily sell transfer lease or otherwise dispose of (a) the whole or any part of the Principal Properties or (b) the whole or any part of its interest in any of their respective Subsidiaries or (c) all or any part of its assets (otherwise than in the ordinary course of business), provided that, for so long as no Event of Default shall have occurred, certain transactions are permitted pursuant to the terms of the Company's Debenture.

Note: Please refer to Annex for definitions of capitalised terms appearing herein.

Form 47 Contd

A N N E X

Definitions

"Ancillary Facility" means any credit facility specified as such under the Loan Agreement.

the "Charging Subsidiaries" means each of:-

Coulsdon Textiles Limited
Edward Hughes & Co. (Timber) Limited
Fitchett & Woollacott Ltd
Formwood Limited
J T Stanton & Co. Ltd
Keith Young (Insulation Supplies) Limited
Louvers & Ceiling Systems Limited
Malden Distribution Limited
Mallinson Limited
Mallinson Turner Hunter Limited
Mallinson Wood Distributors Limited
Mallinson Wood Exports Limited
Mallinson Wood Manufacturing Limited
Bushboard Limited
Mallinson-Denny (Estates) Limited
Mallinson-Denny (Lydney) Limited
Mallinson-Denny (Management Services) Limited
Mallinson-Denny (Midland) Limited
Mallinson-Denny (North Eastern) Limited
Mallinson-Denny (North Western) Limited
Mallinson-Denny (Scotland) Limited
Mallinson-Denny (Southern) Limited
Mallinson-Denny (Trustees) Limited
Mallinson-Denny (U.K.) Limited
Mallinson-Denny (Wales) Limited
Mallinson-Denny (Western) Limited
Mallod Limited
The Panawall Co. Limited
Parker Kislingbury & Co. Limited
Ulster Timber Company Limited
Whitmore's Timber Company (Claybrooke) Limited
World Timbers Limited

"Debentures" means the Debenture dated 9th August 1985 and made between Mallinson-Denny Limited and the Agent, the Debenture dated 9th August 1985 and made between Mallinson-Denny (Estates) Limited and the Agent, the guarantee and the instrument of charge dated 9th August and made between Mallinson-Denny (Scotland) Limited and

the Agent, each Debenture dated 9th August 1985 and made between each of the other Charging Subsidiaries including the Company (with the exception of the Southern Irish Subsidiaries) and the Agent and the guarantee and the instrument of charge dated 9th March 1985 and made between Mallinson-Denny Group Limited and the Agent.

"Financing Documents" means the Loan Agreement, the Debentures, the Standard Security, the Shares Mortgages and any debenture entered into by any of the Southern Irish Subsidiaries pursuant to the terms of the Loan Agreement together, in each case, with any variation or replacement thereof or supplement thereto.

the "Loan Agreement" means the Loan Agreement dated 9th August 1985 and made between Mallinson-Denny Limited, the Banks and the Agent.

"Security Assets" means all assets, rights and property of the Company which is the subject of the security created by the Company's Debenture together with the Company's interest in any assets which would, if made subject to such security, become subject to forfeiture (or any similar or analogous process) as a result thereof.

"Shares Mortgage" means each of the shares mortgages dated 9th August 1985 made between the Parent and the Agent and the shares mortgage dated 9th August 1985 and made between Mallinson-Denny Limited and the Agent.

"Southern Irish Subsidiaries" means each of Mallinson Limited, Mallinson Wood Distributors Limited, Mallinson Wood Exports Limited and Mallinson Wood Manufacturing Limited.

"Standard Security" means the Standard Security dated 9th August 1985 and made between Mallinson-Denny (Estates) Limited and the Agent.

Other capitalised terms used in this form and not defined above shall have the meaning ascribed to them in the Loan Agreement.

M17



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 9th August 1985 and created by MALLINSON-DENNY (TRUSTEES) LIMITED for securing all moneys due or to become due from Mallinson-Denny Limited, Mallinson-Denny Group Limited and each of the charging subsidiaries to the Agent and the Banks under the terms of the Financing Documents and/or in respect of any of the Ancillary Facilities

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 22nd August 1985

Given under my hand at the Companies Registration Office,
Cardiff the 25 SEP 1985

No. 1144794

T. H. Rodenick
an authorised officer

Certificate and instrument received by

C. Conway

Date *27/9/85*

C. 69

M

COMPANIES FORM No. 403a

**Declaration of satisfaction
in full or in part
of mortgage or charge**

S647C

403a

Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number

1144794

1144794

Name of company

* MALLINSON-DENNY (TRUSTEES) LIMITED

* insert full name
of company

I, JOHN GORDON DYKE

of MALDEN HOUSE, RADLETT ROAD, PARK STREET, ST ALBANS, HERTS AL2 2JE

† delete as
appropriate

a director/~~the secretary~~ of the above company, do solemnly and sincerely declare that the debt for
which the charge described below was given has been paid or satisfied in [full][part]†

‡ insert a description
of the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.

Date and Description of charge‡ DEBENTURE 9 AUG 1985

Date of Registration 22nd AUGUST 1985

Name and address of [chargee][trustee for the debenture holders] BANKERS TRUST COMPANY

§ the date of
registration may be
confirmed from the
certificate

Under taking and all property & assets present & future
Short particulars of property charged§ including goodwill book debts uncalled capital buildings
fixtures fixed plant & machinery together with the benefit of any present and future Licences
(fixed & floating charges)

§ insert brief
details of
property

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

Declared at Radlett, Hertfordshire Declarant to sign below

the 9th day of August

one thousand nine hundred and eighty eight

before me Rosemary Dore

23/8

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

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

Mallinson-Denny Limited
Malden House,
Radlett Road, Park Street,
St. Albans, Herts. AL2 2JE

For official Use
Mortgage Section

REGISTERED

17 AUG 1988

Post room

COMPANIES REGISTRATION

17 AUG 1988

M

CHKE

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