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in black type, or
bold block lettering

*insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number



2039209

Name of company

* THOMAS BARNES & SONS PLC

Date of creation of the charge

1 AUGUST 1997

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

GUARANTEE AND DEBENTURE

Amount secured by the mortgage or charge

All monies and liabilities for the time being due owing or incurred.

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

Thomas David Barnes of Larkhill Farm, Barnoldswick Road, Whitmoar,
Foulridge, Colne, Lancashire BB8 7NA and Brian Barnes and Pamela Colette
Barnes both of Cam Lane Cottage, Cam Lane, Clayton-le-Woods, Chorley,
Lancashire PR6 7EP

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

Hammond Suddards
Trinity Court
16 John Dalton Street
Manchester
M60 8HS

REF: DRH/SVK/BAR.585-1

Time critical reference

For official use
Mortgage Section



JMA *J71Q3Y0I* 597
COMPANIES HOUSE 06/08/97

Short particulars of all the property mortgaged or charged

- 1 A Legal Mortgage of all freehold and leasehold property of the Company together with all buildings fixtures (including trade fixtures) and fixed plant and machinery now or hereafter affixed thereto.
- 2 A first fixed charge of all future freehold and leasehold property of the Company together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time affixed thereto and all the goodwill and uncalled capital for the time being of the Company.
- 3 A first fixed charge of all book debts and other debts now and from time to time due or owing to the Company including, without prejudice to the generality of the foregoing, any monies due to the Company under an agreement and declaration of trust both dated 22 January 1997 and a supplemental agreement dated 14 February 1997 all made between Structural Concrete Limited (1) and the Company (2).
- 4 A first fixed charge over all sums for the time being standing to the credit of each of the accounts held by the Company with any bank or other financial institution.
- 5 A first floating charge over all other the undertaking and assets of

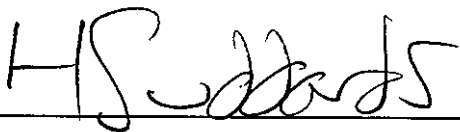
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Particulars as to commission allowance or discount (note 3)

NONE

Signed



Date 4 AUGUST 1997

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

† 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.

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

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**Particulars of a mortgage or charge
(continued)**

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

CHA 116

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Company Number

2039209

Name of Company

THOMAS BARNES & SONS PLC

~~limited~~

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

the Company whatsoever and wheresoever both present and future but so that the Company is not to be at liberty to create any mortgage or charge upon and so that no lien shall in any case or in any manner arise on or affect any part of the said premises either in priority to or pari passu with such floating charge and further that the Company shall have no power without the consent of the lenders to part with or dispose of any part of such premises except by way of sale in the ordinary course of the Company's business.

THE FIRST SCHEDULE

(The Companies)

Thomas Barnes & Sons Plc (Company Number 2039209) of Wellington House, Wellington Street, Bury, Lancashire BL8 2BD

Barnes Construction (UK) Plc (Company Number 2793892) of Wellington House, Wellington Street, Bury, Lancashire BL8 2BD

Nationwide Joinery Contractors Limited (Company Number 2230057) of Wellington House, Wellington Street, Bury, Lancashire BL8 2BD

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02039209

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT GUARANTEE & DEBENTURE DATED THE 1st AUGUST 1997 AND CREATED BY THOMAS BARNES & SONS PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND/OR ALL OR ANY OF THE OTHER COMPANIES NAMED THEREIN TO PAMELA COLETTE BARNES, BRIAN BARNES AND THOMAS DAVID BARNES ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 6th AUGUST 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th AUGUST 1997.

A handwritten signature in dark ink, appearing to read 'J. M. Evans'.

J. M. EVANS

for the Registrar of Companies



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

Port-
Lille
08-08-97