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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

A fee of £10 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)

COMPANIES HOUSE
FEE PAID
For official use Company number
2070200

Name of company

* Wickes Limited

Date of creation of the charge

29th January 2003

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

Shares Pledge

Amount secured by the mortgage or charge

See Paper Apart 1.

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

ING. Bank N.V., London Branch, 60 London Wall, London EC2M 5TQ (as security trustee for the Subordinated Finance Parties) ("the Security Agent")

Postcode

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

Dickson Minto W.S.
11 Walker Street
Edinburgh EH3 7NE
(A006-16-a.LDD)

A006/016/CJB/PTA

Time critical reference

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

See Paper Apart 2.

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)

None

Signed

John A. Roberts

Date

13.02.03

On behalf of ~~XXXXXX~~ [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

Paper Apart to Form 395

Paper Apart 1

All money and liabilities now or hereafter due, owing or incurred to the Secured Parties (or any of them) by each Charging Company and each of the other Obligors under the Finance Documents (or any of them) in whatsoever manner in any currency or currencies whether present or future, actual or contingent, whether incurred solely or jointly with any other person and whether as principal or surety together with all interest accruing thereon and all costs, charges and expenses incurred by any of the Secured Parties in connection therewith; PROVIDED THAT no obligation or liability shall be included within the definition of "Indebtedness" to the extent that, if it were so included, this floating charge (or any part thereof) would constitute unlawful financial assistance within the meaning of sections 151 and 152 of the Companies Act 1985 (as amended).

Paper Apart 2

(i) the entire issued share capital of MD (1995) Group Limited together with all rights and entitlements arising in relation thereto ("the Shares"); (ii) all dividends paid or payable after the date of the execution of this share pledge on all or any of the Shares; and (iii) all stocks, shares, securities (and the dividends and interest thereon), rights, moneys or property accruing or offered at any time by way of redemption, bonus, preference, option rights, warrant rights or otherwise to or in respect of any of the Shares or in substitution or exchange for any of the Shares.

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Definitions

"Charging Company"	means the Companies and each company which charges its assets in favour of the Security Agent by executing a Security Accession Deed;
"Finance Documents"	means the Subordinated Finance Documents;
"Obligors"	means the Parent, the Borrower, each Guarantor and each other Group Company which has granted an Accession Document;
"Secured Parties"	means the Subordinated Finance Parties;

"Senior Credit Agreement"

means the credit agreement dated 29th November 2002 under which certain lenders have made available £555,000,000 of facilities to De Facto 1014;

"Subordinated Loan Agreement"

means the subordinated loan agreement dated 29th November 2002 under which certain lenders have made available £225,000,000 of facilities to De Facto 1011 Limited.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02070200

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SHARES PLEDGE DATED THE 29th JANUARY 2003 AND CREATED BY WICKES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE BY EACH CHARGING COMPANY AND EACH OF THE OTHER OBLIGORS TO THE SECURED PARTIES (OR ANY OF THEM) 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 13th FEBRUARY 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17th FEBRUARY 2003.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —