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bold block lettering

*insert full name
of company

COMPANIES FORM No. 395 RBS £10 - 062394

Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

Name of company

* ROXBURGH FOXHILLS LIMITED ("the Mortgagor")

Date of creation of the charge

9th November 1999

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

LEGAL CHARGE ("the Charge")

Amount secured by the mortgage or charge

All moneys and liabilities which for the time being (and whether on or at any time after such demand) be due owing or incurred to the Bank by the Mortgagor whether actually or contingently and whether solely or jointly with any other person and whether as principal or surety including interest discount commission or other lawful charges and expenses which the Bank may in the course of its business charge in respect of any of the matters aforesaid or for keeping the Mortgagor's account and so that interest shall be computed and compounded according to the usual mode of the Bank as well after as before any demand made or judgment obtained under the Charge and will on such demand also retire all bills or notes which may for the time being be under discount with the Bank and to which the Mortgagor is a party whether as drawer acceptor maker or indorser without any deduction whatsoever.

continued on continuation sheet 1, page 2

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

BARCLAYS BANK PLC, Birmingham Loan Servicing Centre, PO Box 299,
Birmingham B1 3PF ("the Bank")

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

Dibb Lupton Alsop
125 London Wall
London EC2Y 5AE

FR/ams/Banking

Swana Roxbur LC.lfd

Time critical reference

For official use
Mortgage Section

Post room



A16
COMPANIES HOUSE

0400
16/11/99

Short particulars of all the property mortgaged or charged

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1. The Mortgagor with full title guarantee charged by way of legal mortgage ALL THAT property referred to in Schedule 1 hereto (hereinafter called "the Mortgaged Property") with the payment or discharge of all moneys and liabilities covenanted by the Charge to be paid or discharged by the Mortgagor.

2. The security shall be a continuing security to the Bank notwithstanding any settlement of account or other matter or thing whatsoever and shall not prejudice or affect any security which may have been created by any deposit of title deeds or other documents which may have been made with the Bank prior to the execution of the Charge relating to the Mortgaged Property or to any other property or any other security which the Bank may as at 9th November 1999 or at any time thereafter hold in respect of the moneys secured by the Charge or any of them or any part thereof respectively.

Particulars as to commission allowance or discount (note 3)

N/A

Signed

Dido Lupton Alsop

Date

15/11/99

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)

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Company Number

2967549

Name of Company

ROXBURGH FOXHILLS LIMITED ("the Mortgagor")

~~limited~~

* delete if
inappropriate

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

SCHEDULE.

The FREEHOLD property known as or being
ROXBURGH HOUSE, FOXHILLS INDUSTRIAL PARK, SCUNTHORPE
Land Certificate Title No. County
HS239235 Humberside

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

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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. 02967549

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 9th NOVEMBER 1999 AND CREATED BY ROXBURGH FOXHILLS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC UNDER THE TERMS OF THIS LEGAL CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 16th NOVEMBER 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18th NOVEMBER 1999.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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