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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

395

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

3883705

Name of company

* Wolsey Group Limited

Date of creation of the charge

25 February 2005

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

Supplemental Charge

Amount secured by the mortgage or charge

See attached Rider A

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

The Governor and Company of the Bank of Scotland, incorporated in Scotland by Act of
Parliament and having its head office at The Mound, Edinburgh as agent and security trustee
for itself and for each of the Secured Parties (as defined in the Supplemental Charge)

Postcode EH1 1YZ

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

Dickson Minto W.S.
DX ED 199
Edinburgh

B027/339/LKE/AF

Doc. Ref.: wolsey1.lpd

Time critical reference

For official Use (02/00)
Mortgage Section



A49 *AT37M3M0* 0366
COMPANIES HOUSE 16/03/05

A81 *AJBPDSAJ* 0749
COMPANIES HOUSE 04/03/05

Short particulars of all the property mortgaged or charged

See attached Rider B

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

Particulars as to commission allowance or discount (note 3)

N/A

Signed Dickson Muirto

Date 3 March 2005

On behalf of ~~XXXXXX~~ ~~XXXXXX~~ (chargee) †

*A fee is payable
to Companies
House in
respect of each
register entry
for a mortgage
or charge.
(See Note 5)*

Notes

† delete as
appropriate

- 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

WOLSEY GROUP LIMITED

(Registered Number 3883705)

RIDER A - FORM 395 - (SUPPLEMENTAL CHARGE)

Amount secured by the mortgage or charge

All present and future obligations and liabilities (whether actual or contingent and whether owed jointly or severally or as principal debtor, guarantor, surety or otherwise or as the equivalent obligor under the laws of any other jurisdiction) of each Obligor to the Security Trustee and the Secured Parties together with:-

- (a) all costs, charges and expenses incurred by the Security Trustee or any Secured Party in connection with the protection, preservation or enforcement of its respective rights under the Financing Documents;
- (b) any refinancing, novation, refunding, deferral or extension of or increase in any of those obligations or liabilities;
- (c) any further advances which may be made by any Secured Party to any Obligor under any agreement expressed to be supplemental to any of the Financing Documents and all interest, fees, and costs in connection therewith;
- (d) any claim for damages or restitution in the event of rescission of any of those obligations or liabilities or otherwise in connection with the Financing Documents;
- (e) any claim against any Obligor flowing from the recovery by an Obligor of a payment or discharge in respect of any of those obligations or liabilities on grounds of preference or otherwise; and
- (f) any amounts which would be included in any of the foregoing but for any discharge, non-provability, unenforceability or non-allowability of the same in any insolvency or other proceedings.

Where:-

"Agent"	has the same meaning as in the Facility Agreement;
"Ancillary Facility Bank"	has the same meaning as in the Facility Agreement;
"Arranger"	has the same meaning as in the Facility Agreement;
"Banks"	means the Banks as defined in the Facility Agreement and "Bank" means any one of the foregoing;
"Borrowers"	has the same meaning as in the Facility Agreement;

"Company"	means Wolsey Group Limited (formerly named Lexington Group Limited), a company incorporated in England and Wales with limited liability (registered no. 3883705) whose registered office is at Munro House, Portsmouth Road, Cobham, Surrey KT11 1PA;
"Facility Agreement"	means the facility agreement (as such agreement is amended, varied, supplemented, novated or replaced from time to time) dated 21st February 2000 between the Company and certain of its subsidiaries (1), The Governor and Company of the Bank of Scotland as, respectively, Agent, Arranger and Ancillary Facility Bank (2) and the various banks and financial institutions named therein (3) to make available to the Borrowers certain credit facilities;
"Financing Documents"	means the Financing Documents as defined in the Facility Agreement, the Instruments and the Financing Documents as defined in the Instruments;
"Group"	means the Company and any of its subsidiaries from time to time and "member of the Group" shall be construed accordingly;
"Hedging Banks"	has the same meaning as in the Facility Agreement;
"Instruments"	means the loan stock instruments issued by the Company on 21st February 2000 (as amended, varied, supplemented, novated or replaced from time to time) and constituting the Loan Stock;
"Loan Stock"	means the £4,250,000 First Secured Loan Stock 2012 and £2,000,000 Second Secured Loan Stock 2012 issued by the Company to the Stockholders under the Instruments;
"Obligor"	means any member of the Group which has or which will have any liability (actual or contingent) and whether alone or jointly with any other person and whether as principal debtor, guarantor or surety or otherwise (or as the equivalent obligor under the laws of any other jurisdiction) to the Security Trustee and the Secured Parties or any of them for the payment or repayment of any amounts outstanding or capable of becoming outstanding under the Financing Documents;
"Secured Parties"	means the Security Trustee, the Banks, the Hedging Banks and the Stockholders and "Secured Party" shall be construed accordingly;

"Security Trustee"

means The Governor and Company of the Bank of Scotland, incorporated in Scotland by Act of Parliament and having its head office at The Mound, Edinburgh, EH1 1YZ as agent and security trustee for itself and for each of the Secured Parties;

"Stockholders"

has the same meaning as in the Instruments.

WOLSEY GROUP LIMITED

(Registered Number 3883705)

RIDER B - FORM 395 - (SUPPLEMENTAL CHARGE)

Short particulars of all the property mortgaged or charged

The Company with full title guarantee charges the Shares with the payment and discharge to the Security Trustee of all the Secured Liabilities, such charge being a fixed charge by way of legal mortgage taking effect as if constituted by the Parent Debenture so that all provisions of the Parent Debenture shall have effect in respect of it.

Where:-

"Parent Debenture"	means the guarantee and debenture dated 21 February 2000 between the Company and the Security Trustee;
"Secured Liabilities"	means the amount secured by the charge as specified in Rider A;
"Shares"	means 750,000 shares of £1 each in the capital of Wolsey II Limited together with all rights, including dividends and other distributions, arising in relation thereto.

All terms defined in Rider A shall have the same meaning in this Rider B.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03883705

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SUPPLEMENTAL CHARGE DATED THE 25th FEBRUARY 2005 AND CREATED BY WOLSEY GROUP LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM EACH OBLIGOR TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND AS AGENT AND SECURITY TRUSTEE FOR ITSELF AND FOR EACH OF THE SECURED PARTIES 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 16th MARCH 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21st MARCH 2005.

DX Ceri



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —