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COMPANIES FORM NO 402

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write in
this margin

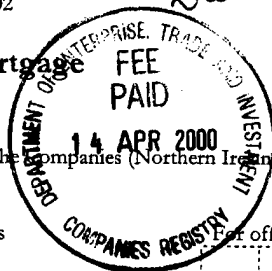
Please complete
legibly, preferably in
black type, or bold
block lettering

* insert full name
of company

**Particulars of a mortgage
or charge**

Pursuant to Article 402(1) of the Companies (Northern Ireland) Order 1986.

To the Registrar of Companies



For official Use

Company Number

N.I. 28780

402

Name of Company

* D. McAULEY AND SON (TILES & TERRAZZO) LIMITED

Date of creation of the charge

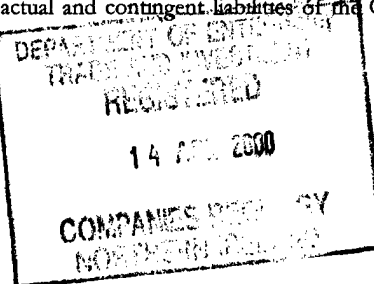
13 APRIL 2000

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

MORTGAGE DEBENTURE

Amount secured by the mortgage or charge

All monies now due or hereafter to become due by the Company to Ulster Bank Limited on any account whatsoever and all present and future actual and contingent liabilities of the Company to said Bank with interest commission and charges.



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

Ulster Bank Limited having its registered office at 11-16 Donegall Square East, Belfast

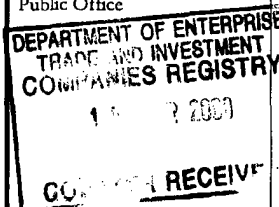
Postcode BT1 5UB

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

J E A Gribbon
Solicitor
Ulster Bank Limited
11-16 Donegall Square East
Belfast
BT1 5UB

For official use
Public Office

Mortgage Section



Short particulars of all the property mortgaged or charged

- (a) A specific equitable charge over the Company's estate or interest in all freehold or leasehold properties now or at any time belonging to or charged to the Company.
- (b) A specific charge over all Book and other Debts for the time being due or owing to the Company but so that the Company shall pay into the Company's account with the Bank all moneys which it may receive in respect of such debts and shall not without the prior consent in writing of the Bank sell factor discount or otherwise charge or assign the same in favour of any other person or purport to do so and the Company shall if called upon to do so by the Bank from time to time execute legal assignments of such book debts and other debts to the Bank.
- (c) A specific charge over its goodwill and the benefit of any licences and all fixed and moveable plant machinery implements utensils furniture and equipment for the time being the Company's property.
- (d) A floating charge over the undertaking and all other property and assets present and future but so that the Company shall not without the Bank's consent create any mortgage or charge ranking in priority to or pari passu with this Charge.

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)

NIL

Signed

Date

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 Registry of Companies within 21 days after the date of creation of the charge (Article 402). 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 (Article 405). 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 (Article 405), 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 Article 405(4) applies (property situate in Great Britain) and Form No. 405 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 Box 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 agreement 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 are insufficient the particulars must be entered on the prescribed continuation sheet.

DUPLICATE FOR THE FILE



NI28780

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE

Pursuant to Article 409(3) of the
Companies (Northern Ireland) Order 1986

I HEREBY CERTIFY that a Mortgage or Charge
dated the thirteenth day of April Two thousand and created by

D. MC AULEY AND SON (TILES & TERRAZZO) LIMITED

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

ULSTER BANK LIMITED

on any account whatsoever, was this day REGISTERED pursuant to
Part XIII of the Companies (Northern Ireland) Order 1986.

Given under my hand at Belfast, this fourteenth day of April
Two thousand

A handwritten signature in cursive script, appearing to read "Janet McBurn".

for the Registrar of Companies for
Northern Ireland

Certificate
received by

A handwritten signature in cursive script, appearing to read "Mr. R. B. ...".

Date 20/4/00