

M

COMPANIES FORM No. 466(Scot)

466

**Particulars of an instrument of
alteration to a floating charge created
by a company registered in Scotland**

COMPANIES HOUSE
FEE PAID
EDINBURGH

CHFP025

Please do not
write in this
margin

A fee of £10 is payable to Companies House in respect
of each register entry for a mortgage or charge.

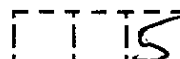
Pursuant to section 410 and 466 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number



SC091771

Name of company

MD (1995) GROUP LIMITED

* insert full name
of company

Date of creation of the charge (note 1)

28 July 2003

Description of the instrument creating or evidencing the charge or of any ancillary document which has
been altered (note 1)

Floating Charge

Names of the persons entitled to charge

ING Bank N.V., London Branch (as security trustee for the Mezzanine
Finance Parties).

Short particulars of all the property charged

The whole of the property, assets and rights (including uncalled capital)
which is or may from time to time be comprised in the property and
undertaking of the Company.

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

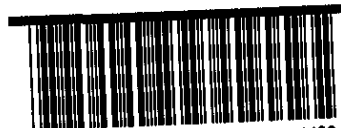
DICKSON MINTO W.S.
11 WALKER STREET
EDINBURGH EH3 7NE

A006.3.LPD

DX ED 199

A6/16/DJM/PTA

For official use
Charges Section



SCT	SJ6PMNLO	1139
COMPANIES HOUSE		18/08/03
SCT	SJ9BXNIX	0044
COMPANIES HOUSE		15/08/03

Names, and addresses of the persons who have executed the instrument of alteration (note 2)

SEE PAPER APART

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write in
this margin*

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

Date(s) of execution of the instrument of alteration

28 July 2003

A statement of the provisions, if any, imposed by the instrument of alteration prohibiting or restricting the creation by the company of any fixed security or any other floating charge having, priority over, or ranking pari passu with the floating charge

N/A

Short particulars of any property released from the floating charge

N/A

The amount, if any, by which the amount secured by the floating charge has been increased

N/A

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this margin

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legibly, preferably
in black type or
bold block lettering

A statement of the provisions, if any, imposed by the instrument of alteration varying or otherwise regulating the order of the ranking of the floating charge in relation to fixed securities or to other floating charges

All Security and guarantees conferred on the Finance Parties by the Finance Documents will for all purposes and at all times:-

(a) secure and guarantee the Senior Debt in priority to the Mezzanine Subordinated Debt; and

(b) (in the case of security) rank as security for the Senior Debt in priority to the security for the Mezzanine Subordinated Debt, regardless (in each case) of the date or order of registration or execution of the relevant Security Document.

DEFINITIONS

Finance Documents - means the Senior Finance Documents and the Mezzanine Finance Documents.

Finance Parties - means the Senior Finance Parties and the Mezzanine Finance Parties.

Mezzanine Subordinated Debt - means the guarantees of the Mezzanine Debt by the Company and the Guarantors other than the Holdco Guarantors.

Security Documents - means the Senior Security Documents and the Mezzanine Security Documents.

Senior Debt - means all money and liabilities now or in the future due, owing or incurred to any Senior Finance Party by any Obligor under any Senior Finance Document in any currency, whether actual or contingent, whether incurred solely or jointly with any other person and whether as principal or surety, together with all accruing interest and all related losses and charges.

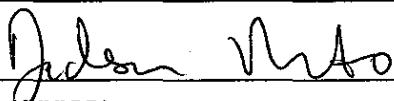
Continuation of the statement of the provisions, if any, imposed by the instrument of alteration varying or otherwise regulating the order of the ranking of the floating charge in relation to fixed securities or to other floating charges

Please do not
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this margin

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

A fee of £10 is
payable to
Companies House
in respect of each
register entry for a
mortgage or
charge.
(See Note 5)

Signed



Date 15/08/2003

On behalf of [company] [chargee] †

† delete as
appropriate

Notes

1. A description of the instrument e.g. "Instrument of Charge" "Debenture" etc, as the case may be, should be given. For the date of creation of a charge see section 410(5) of the Companies Act.
2. In accordance with section 466(1) the instrument of alteration should be executed by the company, the holder of the charge and the holder of any other charge (including a fixed security) which would be adversely affected by the alteration.
3. A certified copy of the instrument of alteration, together with this form with the prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of execution of that instrument.
4. A certified copy must be signed by or on behalf of the person giving the certification and where this is a body corporate it must be signed by an officer of that body.
5. Cheques and Postal Orders are to be made payable to **Companies House**.
6. The address of the Registrar of Companies is:-
Companies Registration Office, 37 Castle Terrace, Edinburgh, EH1 2EB

PAPER APART

Company	Address
Focus Wickes Group Limited	Gawsworth House, Westmere Drive, Crewe, Cheshire CW1 1ZD
FW No. 2 Limited	Gawsworth House, Westmere Drive, Crewe, Cheshire CW1 1ZD
FW No 3 Limited	Gawsworth House, Westmere Drive, Crewe, Cheshire CW1 1ZD
FW No 4 Limited	Gawsworth House, Westmere Drive, Crewe, Cheshire CW1 1ZD
Focus Wickes (Finance) PLC	Gawsworth House, Westmere Drive, Crewe, Cheshire CW1 1ZD
Focus Wickes (Investments) Limited	Gawsworth House, Westmere Drive, Crewe, Cheshire CW1 1ZD
Focus Wickes Limited	Gawsworth House, Westmere Drive, Crewe, Cheshire CW1 1ZD
Focus Retail Group Limited	Gawsworth House, Westmere Drive, Crewe, Cheshire CW1 1ZD
Focus Group (Finance) Limited	Gawsworth House, Westmere Drive, Crewe, Cheshire CW1 1ZD
Focus (DIY) Limited	Gawsworth House, Westmere Drive, Crewe, Cheshire CW1 1ZD
Focus Retail Investments Limited	Gawsworth House, Westmere Drive, Crewe, Cheshire CW1 1ZD
Do It All Holdings Limited	Gawsworth House, Westmere Drive, Crewe, Cheshire CW1 1ZD
Do It All Limited	Gawsworth House, Westmere Drive, Crewe, Cheshire CW1 1ZD
Wickes Limited	Gawsworth House, Westmere Drive, Crewe, Cheshire CW1 1ZD

Company	Address
Wickes Properties Limited	Gawsworth House, Westmere Drive, Crewe, Cheshire CW1 1ZD
Wickes Developments Limited	Gawsworth House, Westmere Drive, Crewe, Cheshire CW1 1ZD
Wickes Building Supplies Limited	Gawsworth House, Westmere Drive, Crewe, Cheshire CW1 1ZD
Hunter Estates Limited	Gawsworth House, Westmere Drive, Crewe, Cheshire CW1 1ZD
Wickes Holdings Limited	Gawsworth House, Westmere Drive, Crewe, Cheshire CW1 1ZD
Wickes Nominee Limited	Gawsworth House, Westmere Drive, Crewe, Cheshire CW1 1ZD
Wickes Europe Limited	Gawsworth House, Westmere Drive, Crewe, Cheshire CW1 1ZD
Focus Wickes Services Limited	Gawsworth House, Westmere Drive, Crewe, Cheshire CW1 1ZD
Focus Retail Services Limited	Gawsworth House, Westmere Drive, Crewe, Cheshire CW1 1ZD
MD(1995) Group Limited	Gawsworth House, Westmere Drive, Crewe, Cheshire CW1 1ZD
ING Bank N.V., London Brach	60 London Wall, London EC2M 5TQ
Duke Street Capital III Limited	Almach House, 28 King Street, London SW17 6RA
Duke Street Capital IV Limited	Almach House, 28 King Street, London SW17 6RA
APAX Partners Europe Managers Limited	15 Portland Place, London W1B 1PT

Company	Address
William Ernest Archer	The Priory, 2 Astley Close, Knutsford, Cheshire WA16 8GT
Geoffrey Charles Wilson	Broadoakes 237, Seabridge Lane, Newcastle under Lyne, Stoke on Trent ST5 0TB
John Leonard Rogers	The Old House, The Square, Hannington, Northamptonshire
Kenneth Anthony Marks	279 Dover House Road, Roehampton, London SW15 5BP
Jean Marks	279 Dover House Road, Roehampton, London SW15 5BP
Abbey National Treasury Services Overseas Holdings	Abbey National House, 2 Triton Square, Regents Square, London
Abbey National Treasury Services PLC	Abbey National House, 2 Triton Square, Regents Square, London
Aberdeen Asset Management	1 Albryn Place, Aberdeen AB10 1YG
Brederode S.A.	Dreve Richelle 161.1 Building K, 1410 Waterloo, Belgium
Dresdner Kleinwort Wasserstein Limited	20 Fenchurch Street, London EC3P 3PP
Elf Holdings Limited	C/o Maples & Calder, Ugland House, PO Box 309 Georgetown, Grand Cayman, Cayman Islands, British West Indies
ESP Co Investment Limited Partnership	1 George Street, Edinburgh EH2 2LL
European Strategic Partners	1 George Street, Edinburgh EH2 2LL

Company	Address
European Strategic Partners 1 LP	1 George Street, Edinburgh EH2 2LL
European Strategic Partners Scottish B	1 George Street, Edinburgh EH2 2LL
European Strategic Partners Scottish C	1 George Street, Edinburgh EH2 2LL
The Governor and Company of the Bank of Scotland	New Uberior House, 11 Earl Grey Street, Edinburgh EH3 9BN
ING Bank N.V.	60 London Wall, London EC2M 5TQ
Intermediate Capital Investments Limited	20 Old Broad Street, London EC2N 1DP
Intermediate Capital Limited	20 Old Broad Street, London EC2N 1DP
Parcom Ventures B.V.	PO Box 43 1200 AK < Hilversum, The Netherlands
Stramongate Nominees Limited	101 Wigmore Street London W1U 1QU
Intermediate Capital GP Limited	20 Old Broad Street, London EC2N 1DP
PPCP Finance II Sarl	12-14 Rue Leon Thyges, L-2636 Luxembourg
PPCP II (Co-Investment) Sarl	12-14 Rue Leon Thyges, L-2636 Luxembourg
The Bank of New York	One Canada Square, London E14 5AL

FILE COPY



CERTIFICATE OF THE REGISTRATION OF AN ALTERATION TO A FLOATING CHARGE

Company number 91771

I hereby certify that particulars of an instrument of alteration dated
28 JULY 2003

were delivered pursuant to section 410 of the Companies Act, 1985,
on 18 AUGUST 2003.

The instrument relates to a charge created on 28 JULY 2003

by MD (1995) GROUP LIMITED

in favour of ING BANK N.V. AS SECURITY TRUSTEE

for securing ALL SUMS DUE, OR TO BECOME DUE

Given at Companies House, Edinburgh
21 AUGUST 2003



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



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

REGISTER of Charges, Alterations to Charges,

COMPANY: SC091771 CHARGE: 5

(1) Date of Registration	(2) Serial Number of Document on File	(3) Date of Creation of each Charge and Description thereof	(4) Date of the aquisition of the Property	(5) Amount secured by the Charge £	(6) Short Particulars of the Property Charged	(7) Names of the Persons entitled to the Charge
13/02/2003		29/ 1/03 FLOATING CHARGE		ALL SUMS DUE, OR TO BECOME DUE	UNDERTAKING AND ALL PROPERTY AND ASSETS PRESENT AND FUTURE OF THE COMPANY INCLUDING UNCALLED CAPITAL	ING BANK N.V. AS SECURITY TRUSTEE FOR THE SENIOR FINANCE PARTIES

Memoranda of Satisfaction and Appointments etc. of Receivers

N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

COMPANY: SC091771 CHARGE: 5

(8)	(9)	(10)	(11)	(12)		
In the case of a floating charge, a statement of the provisions, if any, prohibiting or restricting the creation by the company of any fixed security or any other floating charge having priority over, or ranking <i>pari passu</i> with the floating charge.	In the case of a floating charge, a statement of the provisions if any regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property the subject of the floating charge or any part of it.	Amount or rate per cent of the Commission Allowance or discount	Memoranda of Satisfaction	Receiver		
				Name	Date of Appointment	Date of Ceasing to act
<p>COMPANY ARE EXPRESSLY PROHIBITED FROM CREATING SUBSEQUENT FIXED SECURITY HAVING PRIORITY OVER OR RANKING EQUALLY WITH THE FLOATING CHARGE</p>						

N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

COMPANY: SC091771 CHARGE: 5

Instruments of Alteration to a Floating Charge					
(13) Date of Execution	(14) Names of the persons who have executed the Instrument	(15) The provisions, if any, prohibiting or restricting the creation by the Company of any fixed security or any other floating charge having priority over, or ranking <i>pari passu</i> with, the floating charge.	(16) The provisions, if any, varying or otherwise regulating the order of the ranking of the floating charge in relation to fixed securities or to other floating charges.	(17) Short particulars of any property released from the floating charge	(18) The amount, if any, by which the amount secured by the floating charge has been increased. £
	DE FACTO 1010 LIMITED AND OTHERS DE FACTO 1009 LIMITED DE FACTO 1008 LIMITED DE FACTO 1007 LIMITED FOCUS WICKES GROUP LIMITED AND OTHERS				