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CHFP025

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legibly, preferably
in black type, or
bold block lettering

*insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

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)

For official use

Company number

1112

1082975

Name of company

* H M Plant Limited (the "Borrower")

Date of creation of the charge

22 December 1999

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

Legal Charge (the "Legal Charge")

Amount secured by the mortgage or charge

All sums of money owed and all liabilities or obligations to be carried
out to the Bank at any time and from time to time by the Borrower
whether:-

- (a) they arise before or after the Bank has demanded that they are
repaid or carried out;
- (b) they are owed or to be carried out immediately or only after a
stated event has occurred;
- (c) the Borrower owes or is to carry them out on his own or jointly
with any other persons;
- (d) the Borrower owes or is to carry them out on his own account or as
guarantor for other persons; together with Interest (as hereinafter
defined) upon them and Expenses (as hereinafter defined) relating to
them (the "Debt").

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

The Governor and Company of the Bank of Scotland, The Mound, Edinburgh,
(the "Bank")

Postcode EH1 1YZ

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

Maclay Murray & Spens
3 Glenfinlas Street
Edinburgh
EH3 6AQ

SZB/BAN.13.173/hmpl5

Time critical reference

For official Use
Mortgage Section

Post room



A38
COMPANIES HOUSE

AQL57MJ2

0500
24/12/99

Short particulars of all the property mortgaged or charged

See continuation sheet

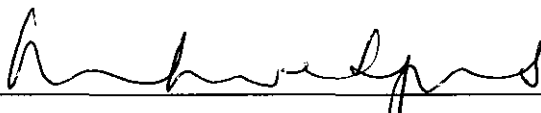
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bold block
lettering

Particulars as to commission allowance or discount (note 3)

NIL

Signed



Date

23.12.99

On behalf of ~~[company]~~ [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 CF4 3UZ

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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

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

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Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

1082975

Continuation Sheet 1

Name of Company

H M Plant Limited ("the Company")

The Borrower with full title guarantee charges as security for the Debt:

- (a) by way of legal mortgage the Property;
- (b) by way of fixed charge all buildings and other structures on, and items fixed to, the Property;
- (c) by way of fixed charge any goodwill relating to the Property or the business or undertaking conducted at the Property;
- (d) by way of fixed charge all plant, machinery and other items affixed to and forming part of the Property on or at any time after the date of the Legal Charge;
- (e) by way of assignment the Rental Sums together with the benefit of all rights and remedies of the Borrower relating to them to hold to the Bank absolutely subject to redemption upon repayment of the Debt;
- (f) by way of fixed charge the proceeds of any claim made under any insurance policy relating to any of the property charged under the Legal Charge; and
- (g) if the Borrower is a company (which shall include an industrial and provident society registered under the Industrial and Provident Society Acts) by way of floating charge all unattached plant, machinery, chattels and goods now or at any time after the date of this Charge on or in or used in connection with the Property or the business or undertaking conducted at the Property.

In this Form 395:

"Conditions" means the Bank's Commercial Charge Conditions (1995 Edition) (filed at H M Land Registry under reference MD308F/01);

"Expenses" as defined in the Conditions;

"Interest" as defined in the Conditions;

"Property" means the freehold/leasehold property known as 22 Kingsland Grange, Woolston, Warrington, WA1 4RW registered at H M Land Registry under Title No. CH201221;

"Rental Sums" means all rents, profits, income, fees and other sums at any time payable by any lessees, underlessees, tenants or licensees of the Property to the Borrower pursuant to the terms of any agreements for lease, leases, underleases, tenancies or licenses to which all or any part of the Property is subject but not any sums payable in respect of services provided to such lessees, underlessees, tenants or licensees or payable in respect of insurance premiums or reasonable professional fees or expenses.

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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. 01082975

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 22nd DECEMBER 1999 AND CREATED BY HM PLANT LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 24th DECEMBER 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6th JANUARY 2000.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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