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COMPANIES FORM No. 400

Particulars of a mortgage or charge subject to which property has been acquired

172998-20

400

CHFP025

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



Please do not write in this margin

Pursuant to section 400 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf - Note 4)

For official use

Company number

1216

1082975

Name of company

*HM PLANT LIMITED

* insert full name of Company

Date and description of the instrument (if any) creating or evidencing the mortgage or charge (note 1)

LEGAL CHARGE DATED 24th APRIL 2001

Registered pursuant to an order of court dated 21-5-02.

Amount secured by the mortgage or charge PLEASE REFER TO ATTACHED SHEET (A)

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

THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND AS SECURITY TRUSTEE
THE MOUND
EDINBURGH
EH1 1YZ

Short particulars of the property mortgaged or charged

1. By way of legal mortgage the Property; and
2. By way of fixed charge the Charged Assets; and
3. By way of fixed charge the proceeds of any insurance from time to time relating to the Property or the Charged Assets

"Property" means - all the freehold property known as Land at Roxton Road, Barford, Bedford MK44 3LP as the same is registered at HM Land Registry under title number BD213744; and

"Charged Assets" means - all fixtures and fittings of the Company (HM Rogers Limited - company no: 00390581) at the Property whether now or in the future; and

Continue overleaf as necessary

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

Addleshaw Booth & Co
Sovereign House, PO Box 8,
Sovereign Street, Leeds,
LS1 1HQ

GYE/72585/6

Time critical reference

For official Use
Mortgage Section

Post room

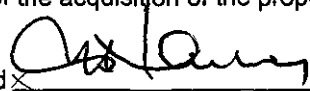


all chattels of the Company at the Property now and in the future, including furniture, equipment, implements, utensils and tools save for chattels regularly disposed of in the ordinary course of business.

Please do not
write in
this margin

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

Date of the acquisition of the property 22nd JUNE 2001

Signed  Designation † x Director Date 14/06/02

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payable to
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in respect of each
register entry for a
mortgage or
charge.
(See Note 3)

† Insert
Director,
Secretary,
Administrator,
or
Administrative
Receiver as
appropriate

Notes

- 1 A description of the instrument, eg, "Trust Deed", "Debenture", etc, as the case may be, should be given.
- 2 A verified copy of the instrument must be delivered with these particulars correctly completed to the Registrar of Companies within 21 days after the date of the completion of the acquisition of the property which is subject to the charge. 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. If the property is situated and the charge was created outside Great Britain, they must be delivered within 21 days after the date on which the copy of the instrument could in due course of post, and if despatched with due diligence have been received in the United Kingdom.

- 3 Cheques and Postal Orders are to be made payable to **Companies House**.
- 4 The address of the Registrar of Companies is:-

Companies House
Crown Way
Cardiff
CF14 3UZ

ATTACHMENT (A) TO COMPANIES HOUSE FORM 400

HM PLANT LIMITED – 1082975

'Amount secured by the mortgage or charge':

Means all monies, costs, charges, expenses, liabilities and obligations whether certain or contingent which now or hereafter may be or become due and owing by the Company to the Finance Parties under all or any of the Financing Documents whether solely or jointly with one or more persons and whether as principal debtor or guarantor or surety together with all costs, charges and expenses incurred by any Finance Party in connection with the protection, preservation or enforcement of its respective rights under the Financing Documents or any other document evidencing or securing such liabilities.

"Company" is defined in the Legal Charge as HM Rogers Limited – company no: 00390581.

"Finance Parties" is defined in the Legal Charge as the Senior Facility Agent, the Senior Bank, the Working Capital Bank, the Issuing Bank, the Mezzanine Facility Agent, the Mezzanine Banks, the Junior Facility Agent and the Junior Banks and "Finance Party" shall be construed accordingly.

(NB – all the above parties being the Governor and Company of the Bank of Scotland)

"Financing Documents" is defined in the legal charge as the Common Terms Agreement, the Senior Documents, the Mezzanine Documents, the Junior Documents, the Security Documents, the Fees Letter and all agreements and other documents entered into from time to time pursuant to any of the foregoing to which any Finance Party is a party.

FILE COPY



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 FOR ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE FINANCE PARTIES UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE SECURED ON THE PROPERTY ACQUIRED BY HM PLANT LIMITED ON THE 22nd JUNE 2001 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 18th JUNE 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20th JUNE 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

Post
UP