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CHFP025

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

03904765

Name of company

* NORTHQUARRY LIMITED

Date of creation of the charge

01 NOVEMBER 2000

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

LEGAL CHARGE WITH FLOATING CHARGE

Amount secured by the mortgage or charge

All monies and liabilities (whether actual or contingent) now or hereafter due owing or payable to the Mortgagee from or by the Company (whether alone or jointly, as principal or surety or upon any banking account or otherwise and whether or not the Mortgagee shall have been an original party to the relevant transaction) including (but without limitation) monies and liabilities due or becoming due under the Loan Facility Agreement made between the Company and the Mortgagee or under the Legal Charge with Floating Charge together with all interest costs and commissions fees and other charges and expenses.

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

RIGGS BANK EUROPE LIMITED of 21 Great Winchester Street, London

Postcode EC2N 2HH

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

Fox Brooks Marshall
Century House, St Peter's
Square, Manchester, , M2 3DN

OK 14452
Manchester 2

EQ/4721

Time critical reference

For official Use
Mortgage Section

Post room



A07
COMPANIES HOUSE

0667
03/11/00

Please do not
write in
this margin

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

1. by way of first Legal Mortgage Land and Buildings being 2 Buttermarket Street (in the Property Register of the Title being described as 2 Buttermarket) 4 and 4a Market Gate and Market Gate Chambers Warrington Cheshire being registered at H.M.Land Registry and Freehold Title Absolute under Title Number CH122696 ("the Property") subject to the Leases referred to in the Schedule of Notices of Leases in the Charges Register.

2. By way of first fixed charge all plant machinery and equipment now or hereafter owned by the Company.

3. By way of first fixed charge all rights under insurance policies or indemnities relating to the Property and all related claims and returns of premiums.

4. By way of first floating charge all the business, undertaking, property, rents, assets, rights, revenues and uncalled capital present and future and any interest therein with payment of the sum of £10,000.00 and interest.

BUT SO THAT the Company shall not without the consent of the mortgagee create or permit to assist any mortgage, charge, incumbrance, lien, pledge or title retention arrangement or other arrangement with the same financial

Particulars as to commission allowance or discount (note 3)

N/A

Signed

For Brooke Marshall

Date *2nd* November 2000

Sailors

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 CF14 3UZ

Continuation Sheet M395

Company no. 03904765

effect as the above other than liens arising by operation of law in the ordinary course of the Company's business and pari passu floating charges in favour of any person by way of collateral security for any obligation of the Company.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03904765

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE WITH FLOATING CHARGE DATED THE 1st NOVEMBER 2000 AND CREATED BY NORTHQUARRY LTD FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO RIGGS BANK EUROPE LIMITED UNDER THE LOAN FACILITY AGREEMENT OR UNDER THE LEGAL CHARGE WITH FLOATING CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 3rd NOVEMBER 2000.

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

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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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