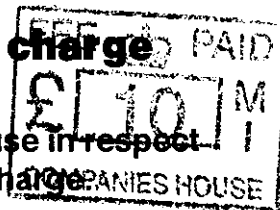


M

COMPANIES FORM No. 395

Particulars of a mortgage or charge



395

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

CB £10 088101

CHFP025

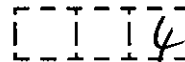
Please do not write in this margin

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



305912

Name of company

* Witton Mill Company Limited ("the Company")

*insert full name of Company

Date of creation of the charge

13 July 2000

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

Mortgage of Chattels made between Witton Mill Company and Lloyds TSB Bank PLC ("the Mortgage Deed")

Amount secured by the mortgage or charge

The Company will pay to Lloyds TSB Bank PLC ("the Bank") in accordance with any relevant agreement in writing between the Bank and the Company relating to the amounts hereby secured or, in the absence of such agreement, on demand all money and liabilities (including further advances made hereafter by the Bank and secured directly or indirectly by the Mortgage Deed) whether certain or contingent which now are or at any time hereafter maybe due or become liable to the Bank on any current or other account or in any manner whatever (and whether alone or jointly with any other person and in whatever style, name or form and whether as principal or surety) together with interest to date of payment at such rate as may from time to time be agreed between the Bank and the Company in writing or, in the absence of such agreement, at the rate of 2% above the Bank's base rate for the time being in force in respect of any such money or liabilities denominated in sterling and 2% above the Bank's cost (as certified by the Bank) (please see continuation sheet)

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

Lloyds TSB Bank PLC
P O Box 96
6/7 Park Row
Leeds

Postcode LS1 1NX

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

Hammond Suddards
2 Park Lane
Leeds
LS3 1ES

For official Use

Mortgage Section

Post room



A15
COMPANIES HOUSE

0040
19/07/00

Time critical reference

The Company, with full title guarantee, charges by way of mortgage to the Bank:

1. the plant, machinery, chattels or other equipment described in schedule 1 of the Mortgage Deed together with all additions, alterations, accessories, replacements and renewals from time to time and any component parts from time to time held by the Company (whether or not attached thereto) ("the Mortgaged Chattels");
2. the benefit of any guarantee, warranty or other obligation in relation to the Mortgaged Chattels given or incurred by any manufacturer, supplier or other person and the benefit so far as enjoyed by the Company of all agreements for the maintenance, repair or upkeep of the Mortgaged Chattels;
3. the benefit of all agreements now or hereafter entered into by the Company or the benefit of which is otherwise vested in the Company for the bailed or hiring of Mortgaged Chattels and all agreements now or hereafter entered into under which the Mortgaged Chattels are to be bailed or hired on hire purchase or sold under a conditional sale agreement or other instalment credit agreement and all sums now or hereafter due under any such agreement or other instalment credit agreement and all sums now or hereafter due under any such agreement and the full benefit of any such agreement;

(please see continuation sheet)

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)

Signed *Hammond Siddons*

Date 19 July 2000

On behalf of [company] (mortgagee/chargee) † Lloyds TSB Bank PLC

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

Please do not write in this binding margin

**Particulars of a mortgage or charge
(continued)**

Continuation sheet No 1
to Form No 395 and 410 (Scot)

CHFP025

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

Company Number

305912

Name of Company

Witton Mill Company Limited ("the Company")

~~limited~~

* delete if inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

from time to time of obtaining the relevant currency in respect of any such money or liabilities denominated in a currency other than sterling and commission and other banking charges and any legal and other costs, charges and expenses incurred by the Bank in relation to the Mortgage Deed or in enforcing the security hereby created on a full and unqualified indemnity basis including (without prejudice to the generality of the foregoing) costs incurred or suffered by the Bank in defending proceedings brought by any third party impugning the Bank's title to this security or the enforcement or exercise of the Bank's rights and remedies.

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

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Please do not
write in this
binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

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4. all copyrights, patents, trademarks, service marks, brand names, inventions, design rights, know-how and other intellectual property rights in or relating to the Mortgaged Chattels or licences to use the same whether registered or unregistered and the benefit of any pending applications for the same and all benefits deriving therefrom including but not limited to royalties, fees, profit sharing agreements and income arising therefrom now or at any time hereafter held by or belonging to the Company together with the licence (if any) to use particular software or computer programmes in relation to the Mortgaged Chattels;
5. the full benefit of the Company's rights and interests (if any) in and to all insurance effected by the Company or by any other person or the Mortgaged Chattels or the use thereof.

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

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY No. 00305912

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE OF CHATTELS DATED THE 13th JULY 2000 AND CREATED BY WITTON MILL CO., LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO LLOYDS TSB BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 19th JULY 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21st JULY 2000.

A handwritten signature in black ink, appearing to be 'D. H. A.', written over a faint dotted line.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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