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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.

CHFP025

Please do not write in this margin

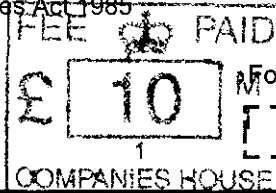
Please complete legibly, preferably in black type, or bold block lettering

*insert full name of Company

Pursuant to section 395 of the Companies Act 1985

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

Name of company



22 8037/30

Company number

00033221

* PILKINGTON'S TILES LIMITED (the "Company")

Date of creation of the charge

28 May 2004

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

Guarantee and Debenture (the "Deed") executed by the Company, Surface Coatings Limited (Company Number 05026590) ("SCL") and Quiligotti Access Flooring Limited (Company Number 02698541) in favour of GMAC (as defined below)

Amount secured by the mortgage or charge

All monies, obligations and liabilities now or hereafter due, owing or incurred by the Company to GMAC under or pursuant to:
1. this Deed;
2. the facilities agreement between SCL, the Company and GMAC dated 28 May 2004 (the "Facilities Agreement");
3. the invoice discounting agreement made between GMAC and the Company dated 28 May 2004 (the "Invoice Discounting Agreement"); and
4. the assignment of trade credit insurance dated 28 May 2004 executed by the Company in favour of GMAC (the "Assignment")
(together the "Finance Documents")
or otherwise howsoever and whether as principal or surety on any account whatsoever.

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

GMAC Commercial Finance Plc (Company Number 661920) of Sovereign House, Church Street, Brighton ("GMAC")

Postcode BN1 1SS

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

Hammonds
Trinity Court
16 John Dalton Street
Manchester
M60 8HS

SZC/CAS3/GMA.1-32

Time critical reference

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

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this margin

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

1. By way of first legal mortgage, all freehold and leasehold properties wherever situate (other than any heritable property in Scotland) and includes all liens, charges, options, agreements, rights and interests in or over such property or the proceeds of sale of such property and all buildings and fixtures and fittings (including trade fixtures and fittings), fixed plant and machinery and other items attached to that property whether or not constituting a fixture at law, and all rights, easements and privileges appurtenant to, or benefiting the same ("Property") now owned by the Company or in which the Company has an interest.

2. By way of first fixed charge (to the extent not the subject of a legal mortgage by virtue of paragraph 1 above) all present and future Property now or from time to time hereafter owned by the Company or in which the Company may have an interest;

..... continued

Particulars as to commission allowance or discount (note 3)

Nil

Signed

Hammond

Date 2 June 2004

On behalf of ~~XXXXXX~~ [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

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

3. By way of first fixed charge, the machinery, equipment, furniture, furnishings, fittings and fixtures and other tangible personal property (other than inventory, goods and merchandise, wherever located, raw materials, work-in-progress, finished goods, returned goods and materials and supplies of any kind, nature or description used in connection with the Company's business or used in connection with the manufacture, packing, shipping, advertising, selling or finishing of such goods, merchandise and such other specified property, and all documents of title or other documents representing them) (the "Inventory") including, without limitation, data processing hardware and software, motor vehicles, aircraft, dies, tools, jigs and office equipment, together with all present and future additions thereto, replacements or upgrades thereof, components and auxiliary parts and supplies used or to be used in connection therewith and all substitutes for any of the foregoing, and all manuals, drawings, instructions, warranties and rights with respect thereto wherever any of the foregoing is located and any other assets which would be treated as a fixed asset under GAAP (accounting principles which are for the time being generally acceptable in the United Kingdom) (the "Equipment") detailed in the attached schedule 1 and the benefit of all contracts and warranties relating to the same.

4. By way of first fixed charge, all Equipment (other than that detailed in the attached schedule 1) now or from time to time hereafter owned by the Company or in which the Company has an interest and the benefit of all contracts and warranties relating to the same.

5. By way of first fixed charge, all stocks, shares, bonds and securities of any kind whatsoever (including warrants and options to acquire or subscribe for any of the same) whether marketable or otherwise and all interests (including but not limited to loan capital) in any person, including all allotments, rights, benefits and advantages whatsoever at any time accruing, offered or arising in or offered at any time by way of conversion, redemption, bonus, preference, option, dividend, distribution, interest, or otherwise in respect thereof, now or from time to time hereafter owned by the Company or in which the Company has an interest.

6. By way of first fixed charge, all book and other debts, revenues and claims, whether actual or contingent, whether arising under contracts or in any other manner whatsoever and all things in action which may give rise to any debt, revenue or claim, together with the full benefit of any mortgage, pledge, lien, charge, assignment by way of security, hypothecation, security interest, standard security, assignation in security and floating charge or any other security agreement or arrangement relating to existing or future assets (including, without limitation, the deposit of monies or property with a person with the primary intention of affording such person a right of set-off or lien) ("Security Interest"); and notes, bills of exchange, certificates of deposit and other negotiable and non-negotiable instruments, guarantees and any other documents or instruments which contain or evidence an obligation (with or without security) to pay, discharge or be responsible directly or indirectly for, any liabilities of any person and includes any document or instrument creating or evidencing a Security Interest ("Collateral Instruments") and any other rights relating thereto (whether as creditor or beneficiary) including without limitation, reservations of proprietary rights, rights of tracing and unpaid vendor's liens and associated rights, but excluding any assets detailed at paragraphs 7 and 8 below (the "Debts") now or from time to time hereafter owned by the Company or in which the Company has an interest (whether originally owing to the Company or purchased or otherwise acquired by it).

.....continued

7. By way of first fixed charge, the proceeds of collection of all Debts and all monies standing to the credit of the account with GMAC or any other bank, financial institution or other person to which the proceeds of realisation of Debts are to be paid pursuant to clause 5.1(c) of the Deed (the "Receivables Account").

8. By way of first fixed charge any and all amounts from time to time standing to the credit of all present and future accounts of the Company with any bank, financial institution or other person including, without limitation, each account other than the Receivables Account from time to time opened or maintained by the Company at such branch of the account bank (meaning each of GMAC, The Co-operative Bank p.l.c. or any other financial institution approved by GMAC with which the Company maintains the Receivables Account or one or more Accounts) as GMAC may approve and all rights, benefits and proceeds in respect of such account (the "Accounts").

9. By way of first fixed charge, all monies from time to time payable to the Company under or pursuant to all present and future contracts or policies of insurance (including life assurance policies) taken out by the company or in which the Company from time to time has an interest, including without limitation the right to the refund of any premiums.

10. By way of first fixed charge, the proceeds of all other sums of money received by the Company, other than those specified in paragraphs 7, 8 or 9.

11. By way of first fixed charge, the goodwill and uncalled capital of the Company.

12. By way of first fixed charge all patents (including applications for and rights to apply for patents), trade marks and service marks (whether registered or not) and applications for the same, trade names, registered designs, design rights, semi-conductor topography rights, database rights, copyrights, computer programs, know-how and trade secrets and all other intellectual or intangible property or rights and all licences, agreements and ancillary and connected rights relating to intellectual and intangible property, in each case now or from time to time hereafter owned by the Company, including any renewals, revivals or extensions thereof and wherever in the world subsisting (the "Intellectual Property") specified in the attached Schedule 2.

13. By way of first fixed charge, all Intellectual Property (other than and Intellectual Property specified in the attached Schedule 2, now or from time to time hereafter owned by the Company or in which the Company may have an interest.

the assets detailed in 1 to 13 referred to together as the "Fixed Charge Assets".

14. By way of first floating charge and with full title guarantee, the Company's undertaking and all its property, assets and rights whatsoever and wheresoever both present and future, including without limitation, its Inventory other than any property or assets from time to time effectively charged by way of legal mortgage or fixed charge or assignment pursuant to paragraphs 1 to 13 above or otherwise pursuant to this Deed but including (without limitation and whether or not so effectively charged) any of its property and assets situated in Scotland.

the assets detailed at 1 to 14 above referred to together as the "Charged Assets".

..... continued

Negative Pledge

The Deed contains restrictions preventing the Company from:

- a) disposing of all or any of the Properties;
- b) disposing of all or any of the other Fixed Charged Assets without the prior written consent of GMAC other than as permitted in accordance with the terms of the Facilities Agreement;
- c) disposing of the Inventory or any other Charged Asset the disposal of which is not otherwise restricted by the express terms of this Deed or any of the other Finance Documents otherwise than for full value in the ordinary course of business;
- d) disposing of, or creating or attempting to create or permitting to subsist or arise any Security Interest on or over, the Debts or any part thereof or releasing, setting off or compounding or dealing with the same otherwise than in accordance with clause 5.1(c) of the Deed;
- e) creating or permitting to subsist in favour of any person other than GMAC any Security Interest on or affecting the Charged Assets or any part thereof except, inter alia, a lien or right of set off arising in the ordinary course of trading solely by operation of law (or by contractual provisions having a substantially similar effect) except for any lien the rights to which have been asserted.

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

EQUIPMENT

Situated at Clifton Junction, Swinton, Manchester:

Terrazzo Building

2 Terrazzo tile production lines

comprising:

2 Inclined rubber belt fed vertical cement pan mixers with colour additive system, pumps, valves and piping

Belt fed tile body mixer with conveyor discharge

2 OCEM tile assembly moulding systems with 5 section rotary table, 4 head surface depositor, body section with feeder, pre-press section, main press section, ejector section,

Schauer & Haeberle type 897 automatic unloading and stacking system,
s/n 897 12A, date 11/97,
s/n 897 13/A, date 11/97,
controls and connections

Neotek waste heat heated drying chamber

Tile polishing & finishing line

comprising:

Schauer & Haeberle type 897 pallet unloader,
s/n 897/12B, date 11/97

Pallet return section

Schauer & Haeberle type 841 two section polishing grinder, s/n 841/49, with turn over section,

Controls and connections

Tile polishing & finishing line

comprising:

Schauer & Haeberle type 897 pallet unloader, s/n 897 13B, date 11/97

Pallet return section

Two section polishing grinder, with turn over section

Chiesa controls and connections

Kirkheaton gas heated shrink wrap tunnel

SES shot blast cabinet, with dust extraction

OCEM OP2/100T tile sample press, s/n 9733

Articulated arm tile grinder/polisher

SAM travelling head tile saw

Tile edge grinding machine

Clipper table saw

Grinder/polisher (incomplete)

Factory equipment including benches, tables, cupboards

Maintenance shop area

Maintenance shop equipment, including:

Bench drill

Pillar drill

Bench grinder

ERP mig welder

Arc welder

Cut off saw

Sundry loose tools

Yard area adjacent to Terrazzo building

5 vertical welded steel cement & marble silos, each with worm screw discharge

2 - 7-section facing mixer feeders, each with conveyor discharge

Waste reclamation plant adjacent to terrazzo building

Waste reclamation plant

comprising:

24" Belt fed hammer mill

with belt conveyor discharge

Shaped steel intake pit with conveyor discharge

Inclined belt conveyor to 3-section silo

Belt conveyor discharge to mixing pan

Grinding fluid reclamation system with holding tank, classification tanks, pumps and piping

Latham Engineering 1000 x 1000mm 20 plate filter press, with bottom pit discharge

Compressor room

Compair 6000 type 6075A air compressor, s/n F081/1665

Hydrovane 350 PU rotary air compressor, s/n 6HV 418406/1

Compair air dryer

Vertical air receiver

Ultrasep 30 separator

spray dryer house

Spray dryer plant

comprising:

2 Vertical steel slip tanks

Pumping system to header

Rotary atomiser with gas heated dryer

Powder receiving chamber with dust extraction and scrubber system

Conveyor discharge and sieve section

Inclined belt conveyor to 4-section hopper with conveyor discharge to belt & bucket elevator feeding Rotex sieve and drag link conveyor to tile shop

Pumps, valves, controls and connections

Vertical water/lime storage tank

returns section

2 Underground blungers, each with feed hopper and pump

Russell sieve

Tile press shop

Dorst HPP 500/5 hydraulic powder compaction tile press, s/n 96816/1, date 1985 (not in use)

Dorst HPP 500/5 hydraulic powder compaction tile press, s/n 97651/1, date 1985, with H & D green tile removal system, date 1996

Dorst HPP 500/5 hydraulic powder compaction tile press, s/n 98148, date 1986, with H & D green tile removal system

Laeis Bucher Alpha 1100 hydraulic powder compaction tile press, with H & D green tile removal system, date 1996

Dorst HPP 500/5 hydraulic powder compaction tile press, s/n 94320/1, date 1984 (not in use)

Dorst HPP 500/5 hydraulic powder compaction tile press, s/n 94321/1, date 1984, with CMC green tile removal system, date 1998

Dorst HPP 500/5 hydraulic powder compaction tile press, s/n 95423/1, date 1984, with CMC green tile removal system, date 1998

CMC green tile transfer conveyor with brushing section feeding biscuit roller kiln, date 1997

Dorst HPP 500/5 hydraulic powder compaction tile press, s/n 98321/1, date 1987, with Laeis Bucher type 88020-601010 green tile removal system, s/n 13-6001-56, date 2000

Dorst HPP 500/5 hydraulic powder compaction tile press, s/n 98377, date 1987, with Laeis Bucher type 88020-601010 green tile removal system, s/n 13-6001-56, date 2000

Laeis Bucher type Alpha 1500-05 hydraulic powder compaction tile press, s/n 13-6001-10, date 2000, with Laeis Bucher type 88020-601515 green tile removal system, s/n 13-6001-56, date 2000

Dorst type HPP 500/5 hydraulic powder compaction tile press, s/n 98496, date 1988, with CMC type RPR 190 413 green tile removal system, s/n 2153 210413, date 2001

Dorst type HPP 500/5 hydraulic powder compaction tile press, s/n 98545, date 1989, with CMC type RPR 190 413 green tile removal system, s/n 1152 210413, date 2001

Bartineli type HPS 250 hydraulic powder compaction tile press (not in use)

Laeis Bucher type 88042-640240 green tile transfer conveyor, s/n 13-6001-56, date 2000, with brushing section feeding Laeis Heimsoth double deck kiln

Dust extraction system serving presses, with fan, hopper and ducting

Laeis Heimsoth type LHRD-2K-17, 6-2,2 gas fired double deck biscuit & glost roller kiln, s/n 001360010058, date 2000, with exhaust fans & ducting, computer controls and connections

Margen 33kVA standby diesel generator

Biscuit tile discharge conveyor

2 Biscuitmaster surface inspection units

2 B & T type BT 982/C crate loaders, s/n 5835, date 2000
s/n 5836

Heimsoth type HRK-NT-72.6-2.2 gas fired single deck biscuit roller kiln, s/n 3078, date 1996, with exhaust fans & ducting and computer controls

Heimsoth & Dubois type Carico Essicatoio green tile auto accumulating system, s/n 990090-01

Biscuit tile discharge conveyor

2 Biscuitmaster surface inspection units, with SLC suction cup crate loader and H & D suction cup crate loader

R R type 8C tile grinder, s/n 139, date 2000

Mchanics shop area

Mechanics' shop equipment, including:

Bench drill

Oil cooled welder

Bench grinder

Loose items

tile glazing department

Single track tile glazing line A

comprising:

Barbieri & Tarozzi type BT982/S twin station auto vacuum suction cup crate unloader, s/n 5837, date 2000

BMR tile conveyor system

BMR tile brush cleaner, date 2000

Air blower tile cleaner

Water spray hood

2 Tile mottle units with dust extraction

Bell fall glaze application unit with tank, sieve, mixer tank and pump

Secondary bell fall glaze application unit, with mixer tank and pump

Quarter turn belt unit

Double-sided tile edge cleaner

BMR quarter turn belt unit

Double-sided tile edge cleaner

Adhesive fix application unit with tank and pump

4 Nasseti flat screen tile printers

3 Nasseti-Usmac vertical stack tile dryers

BMR rear face tile cleaner

BMR quarter turn belt unit

Photoelectric guard system

Laeis Bucher control system

Single track glazing line B

comprising:

Barbieri & Tarozzi type BT982/S twin station auto vacuum suction cup crate unloader, s/n 5838, date 2000

BMR tile conveyor system

BMR tile brush cleaner, s/n 3478, date 2000

Air blower tile cleaner

Water spray hood

Bell fall glaze application units with tank, sieve, mixer tank and pump

Secondary Bell fall glaze application unit, with mixer tank and pump

Nasseti-Usmac tile mottle unit

Double-sided tile edge cleaner

Quarter-turn belt unit

Double-sided tile edge cleaner

2 Tile mottle units

5 Adhesive fix application units, with tanks and pumps

4 Laeis Bucher type 88136-200060 roller screen tile printers, s/nos 13-6001-62, date 2000, with Mini Vision controller

BMR rear face tile cleaners

Photoelectric guard system

Laeis Bucher control system

Twin track glazing line C

comprising:

Barbieri & Tarozzi type BT982/S twin station auto vacuum suction cup crate unloader, s/n 5839, date 2000

BMR tile conveyor system, date 2000

BMR tile brush cleaner

Air blower tile cleaner

Water spray hood

Bell fall glaze application unit with tank, sieve, mixer tank and pump

2 Tile mottle units, with dust extraction

4 Double sided tile edge brush cleaners

2 Quarter turn belt units

3 Adhesive fix application units

2 SMEC type SB402F flat screen tile printers, s/n S0376/7, date 2003, with Mini Vision controller

SMEC type RSP 50 2F roller screen printer, s/n B00149, date 2003, with Mini Vision controller

BMR rear tile face cleaner

Photoelectric guard system

Laeis Bucher control system

Twin track glazing line D

comprising:

Barbieri & Tarozzi type BT982/S twin station auto vacuum suction cup crate unloader, s/n 5840, date 2000

BMR tile conveyor system

BMR tile brush cleaner, s/n 3480, date 2000

Air blower tile cleaner

Water spray hood

Dust extraction unit

Bell fall glaze application unit with tank, sieve, mixer tank and pump

Secondary Bell fall glaze application unit

4 Double-sided tile edge brush cleaners

2 Quarter turn belt conveyors

4 Adhesive fix application units

2 Laeis Bucher Compenser double-unit tile accumulators

2 Laeis Bucher type 88136-120240 flat screen tile printers, s/n 13-6001-62, date 2000, with Mini Vision controllers

2 Laeis Bucher type 88136-200261

Roller screen tile printers, s/n 15- 6001-62, date 2000, with Mini Vision controllers

BMR rear tile face brush cleaner

Photoelectric guard system

Laeis Bucher control system

Manual feed single track tile conveyor system (to lines A & B), comprising:

Compression roller feed station

BMR tile conveyor system with rise-and-fall splitter station and 2 line feed rise-and-fall units

Manual feed single track tile conveyor system (to lines C & D), comprising:

2 Compression roller feed stations

BMR twin track tile conveyor system with rise-and-fall splitter station and 2 line feed rise-and-fall units

Boge type S125 packaged air compressor set, with Ratiotronic controls, s/n 35996

Hankison type HHDP950CE compressed air dryer, s/n G 3800503011, date 03/2003

Vertical air receiver, date 2000

DCE Unimaster type UMA/456.G10 dust extraction unit, s/n 208002, and associated ducting

Sorting area

Sorting line 1, comprising:

Crack sensor system, with roller breaker

Visual inspection tile belt conveyor, and packing bench

Photoelectric guard system

Sorting line 2, comprising:

Crack sensor system, with roller breaker

Visual inspection tile belt conveyor, and packing bench

Photoelectric guard system

Sorting line 3, comprising:

Twin track crack sensor system with roller breakers

2 Visual inspection tile belt conveyors, and packing benches

Box belt conveyor and gravity roller conveyors

Photoelectric guard system

Sorting line 4 comprising:

Crack sensor system, with roller breaker

Visual inspection tile belt conveyor, and packing bench

Photoelectric guard system

Meurer type CM/SB 40 case forming and packing machine, s/n 74.444.08.90, date 1990

Samuel Strapping Systems model SX510 carton strapper, s/n 22724

2 Vickers-Armstrong carton stitchers

Throughout

Barbieri & Tarozzi roller box transporting system, date 2000

comprising:

4 Roller box loaders (to glazing lines):

2 - Type BT 952/C, s/nos 7164/7165

2 - Type BT 952/C.2F, s/nos 7166/7167

Double deck kiln roller box unloader, type BT 956/C2 FILE, s/n 7169

Double deck kiln roller box loader, type BT 956/S, s/n 7168

4 Sorting area roller box unloaders:

3 - Type BT 952/S, s/nos 7170/7171/7172
Type BT 952/S.2F, s/n 7173

2 LGV laser guided roller box transporter cars,
type BT 2045 PL, 4500kg capacity, s/nos 0540/0541,
with chargers, batteries and computer control system

Approx 90 multi-layer tile roller boxes

Approx 640 steel box pallets (blue)

5 AND 7 tile shop

Single track glazing line A

comprising:

H & D type 9710049 twin station auto vacuum suction
cup tile unloader, s/n 990090, date 1996, with guards
and control panel

Tile conveyor system

Tile belt finisher

Tile roller brush cleaner

Water spray cleaner

2 Bell fall glaze application units with tanks, sieves,
mixing tanks and pumps

2 Nasseti double-sided tile edge brush cleaners

2 Quarter turn tile belt conveyors

Adhesive fix spray application unit, with tank and pump

4 H & D flat screen tile printers

4 Nasseti-Usmac Vertex-E vertical stacking tile dryers

Nasseti type TOP 101 BM flat screen tile printer,
s/n 07A101, date 1995

Single track glazing line B

comprising:

H & D type 9710049 twin station auto vacuum suction
cup tile unloader, s/n 990090-03-03

Tile conveyor system

Tile belt finisher

Tile roller brush cleaner

Water spray cleaner

2 Bell fall glaze application units with tanks, sieves, mixing tanks and pumps

2 Nasseti double-sided tile edge brush cleaners

Quarter turn tile belt conveyor

2 Adhesive fix spray application units, with tank and pump

2 Tile mottle units with dust extraction

Omis Unifluxer type Midicompenser tile accumulator, s/n S 325.05/506, date 1989

Nasseti Serimeck 160 flat screen tile printer

Nasseti-Usmac model Vertex vertical stacking tile dryer, s/n 23 89

Adhesive fix spray application unit, with tank and pump

Omis universal flat screen tile printer

Laeis Bucher type 88136-200060 roller screen tile printer, s/n 13-6001-62, date 2000, with Mini Vision controller

Single track tile glazing line C

comprising:

H & D type 9710049 twin station auto vacuum suction cup tile unloader, s/n 990090-03 02, date 1996

H & D tile conveyor system

Tile belt finisher

Tile roller brush cleaner

Water spray cleaner

2 Bell fall glaze application units with tanks, sieves, mixing tanks and pumps

2 Nasseti double-sided tile edge brush cleaners

Quarter turn tile belt conveyor unit

Adhesive fix spray application unit, with tank and pump

4 Omis Unifluxer type Midicompenser tile accumulators,
s/n 1700010003/524/530/528/531, date 1989

4 Omis universal flat screen tile printers

Nassetti universal flat screen tile printer

4 Nassetti-Usmac Vertex-E vertical stacking tile dryers

Single track glazing line D

Comprising:

H & D type 9710049 twin station auto vacuum suction
cup tile unloader, s/n 990090-03 01, date 1996

H & D tile conveyor system

Tile belt finisher

Tile roller brush cleaner

Tile face circular brush cleaner

Water spray cleaner

2 Bell fall glaze application units with tanks, sieves,
mixing tanks and pumps

Adhesive fix spray application unit, with tank and pump

2 Quarter turn tile belt conveyors

2 Nassetti double sided tile edge brush cleaners

3 Omis universal flat screen tile printers

2 Nassetti Serimeck TOP 101 flat screen tile printers

3 Nuova/Nassetti-Usmac Vertex E vertical stacking tile
dryers, s/nos 51/20/22, date 1989

Omis Unifluxer type Midicompenser tile accumulator,
s/n S 325.05/509, date 1986

Manual feed single track tile conveyor system (to lines A
& B), with jib mounted unloader, compression roller feed
station, H & D tile conveyor, and rise-and-fall units

Manual feed single track tile conveyor system (to lines C & D), with jib mounted unloader, compression roller feed station, H & D tile conveyor, and rise-and-fall units

Single track glazing line E

comprising:

SLC twin station auto vacuum suction cup tile unloader, with guards

Tile conveyor system

Tile belt finisher

Manual feed tile conveyor system, with compression roller feed station

Crack sensor system and roller breaker

Tile belt finisher

Tile face circular brush cleaner

Tile roller brush cleaner

Air blower tile cleaner

Water spray cleaner

2 Bell fall glaze application units with tanks, sieves, mixing tanks and pumps

Adhesive fix spray application unit, with tank and pump

2 Nasseti double-sided tile edge brush cleaners

2 Quarter turn tile belt conveyor unit

2 - 180° Plastic slat conveyor sections

Smec roller screen tile printer, date 2000

5 Nasseti Serimeck 160 flat screen tile printers

4 Nuova/Nasseti-Usmac Vertex E vertical stacking tile dryers, s/n 11984/55/13184/19 89, dates 1984/1989

Trial area

Smec SB40DX flat screen tile printer, s/n S0343, date 2000

Bell fall glaze application unit, with conveyor feed

2 Mottler application units, with dust extraction and conveyor

Spray booth

kiln area

no 5

Heimsoth type HRK-62-1.6 gas fired single deck glost roller kiln, s/n 8464, date 1989, with exhaust fans, ducting and controls (not in use)

Waste heated pre-drying chamber (not in use)

no 7

Heimsoth type HRK-88-1.8 gas fired single deck glost roller kiln, s/n 9434, date 1991, with exhaust fans, ducting and computer controls

Waste heated pre-drying chamber

Barbieri & Tarozzi roller box rail transporting system

comprising:

5 Roller box loaders (to glazing lines)

Type BT 924 C1F/SX, s/n 5421, date 1996,
s/nos 2178/2179/2180, date 1989,
s/n 2906, date 1991 (one no number)

No 5 Kiln roller box unloader & loader, s/nos 2181/2182, date 1989

No 7 Kiln roller box unloader & loader, s/nos 2907/2908, date 1991

4 Sorting area roller box unloaders:

s/n 2909, date 1991
s/nos 2183/2184, date 1989
Type BT 924 S1F/DX, s/n 5422, 1996

3 Rail mounted electrohydraulic roller box transporter cars

Quantity of rail mounted tile roller boxes

Floor mounted rail system

Sorting area

Sorting line 1

comprising:

Crack sensor system with roller breaker

Visual inspection tile belt conveyor

Meurer type CM SB 40 case forming and packing machine, s/n 74 474 03 91, date 1991, with belt feed conveyor and take-off gravity conveyor

Take-off labelling conveyor

Samuel Strapping Systems model SX510 carton strapper, s/n 22544

Sorting line 2

Comprising:

Crack sensor system with roller breaker

Visual inspection tile belt conveyor

Meurer type CM SB 40 case forming and packing machine, s/n 516 12 91, date 1991, with belt feed conveyor and take-off gravity conveyor

Take-off labelling conveyor

Samuel Strapping Systems model SX510 carton strapper, s/n 22536

Sorting line 3

Comprising:

Crack sensor system with roller breaker

Visual inspection tile belt conveyor

Meurer type CM SB 40 case forming and packing machine, s/n 74 473 03 91, date 1991, with belt feed conveyor and take-off gravity conveyor

Take-off labelling conveyor

Samuel Strapping Systems model SX510 carton strapper, s/n 22725

Sorting line 4

Comprising:

Crack sensor system with roller breaker

Visual inspection tile belt conveyor

H & D sensor and visual inspection system with belt conveyor and reject conveyor

H & D case forming, packing and palletising machine, date 1996, comprising:

Five station tile stacker with robotic pick-and-place unit

Case former, s/n 422

Robatech glue applicator

Topjet label applicator

Case transfer conveyor, s/n 510

Robotic case palletiser, s/n 424

Photoelectric guards

Fence guards & controls

ITW Mima type Ecomat 600 PPS pallet stretchwrapper, s/n 97/750630, date 1997

2 Vickers-Armstrong carton stitchers

Quantity of stored machinery and equipment

third firing room

Forniker gas fired single deck colour fixing roller kiln, with exhaust fan, ducting, roller discharge, cooling section, controls and connections

Kemac DKG3 screen coater/filler, with belt discharge to last kiln

Gas fired single deck colour fixing roller kiln, with exhaust fan, ducting, roller discharge, cooling section, controls and connections

Omis Due two head pick-and-place robot serving last kiln

Omis Six-Print tile printing line

comprising:

Tile conveyor system

Air blower tile cleaner

6 Type 3F.Plus-1301310001 flat screen tile printers, s/nos 242/3/4/1/6/5, date 1993, each with control panel

3 Double-R-Controls UV lamp dryers, s/n 93/186, date 1993

2 Type 1201750037 gas fired dryers, s/n 00022093, date 1993, with chain link conveyor, air blower cooling and fume extraction

Quarter turn belt conveyor unit

Omis auto tile tray palletiser, with infeed conveyor, 2 pneumatic traversing pick-and-place arms and control panel

Fume extraction systems (to printers)

Transfer room

4 Tile printing machines and sundry equipment (not in use)

china clay intake

Weigh hopper feed, with conveyor discharge and load cell

Vertical welded steel limestone silo, with worm screw discharge and dust extraction system

2 Vertical sand silos, each with worm screw discharge

Slip house

Octagonal blunger (not in use)

4 Underground arcs, each with agitator

3 Underground arcs (no agitators)

Elevated open topped double skin sand and water tank, with pumps and connections

4 Welded steel blungers, each with agitator

Header tank serving blungers

Slip transfer and pumping installation, with valves and piping

7 Underground arcs, each with agitator

4 - 1000mm Vibratory separators

Mill house

5 Ball mills, each with hopper feed, access stage and controls

4 Underground arcs

2 Elevated open topped double skin sand and water tanks, with pumps and connections

Yard

Effluent plant with tanks, pump, piping and controls

slurry reclaim house

Redundant reclamation plant (not in use)

bore hole pump house

Pumping set

Store Room

Machinery spares and fittings

Machinery Store

Stored new and usable machinery spares and fittings

Colour Room

Nassetti type Serin PRK 160 flat screen tile printer

5 Glass fibre arcs, each with agitator

Vibratory sieve

103 Brick built arcs

3 Vibratory sieves

5 Various mixers

Euromill ED 150 Microball mixer, s/n 1202, date 1998

Euromill ED-5F Microbal mixer, s/n 97, date 1998

Electronic platform scale

Emulsifier mixer

First floor over colour room

Quantity redundant plant, mills etc

Compressor house

Compressed air installation

comprising:

Compair Broomwade model 6000N Cyclone packaged air compressor set

Compair Broomwade model 6075A packaged air compressor set

Hankison HHD Plus Series model HHDP1450CE-G compressed air dryer, s/n G4000302003, date 2002

Vertical air receiver

compressor house

Compressed air installation

comprising:

2 Compair Broomwade packaged air compressor sets (one not in working order)

Atlas Copco rotary screw air compressor set

Denco Miller compressed air dryer

Oil/water separator

Vertical air receiver

Stores

Racking etc

Pipe fitters

Ridgid pipe screwing machine

Racks and sundries

screen making department

Screen exposure frame, with Parker light source

Double door dryer oven

Screen wash frame

Trough parts washer

Electrically heated dryer

Spotting out table

Kiwo Kiwomat emulsioneing machine, s/n 11895-05-0254,
date 2000

Grunig 202 flat screen stretching machine, s/n 202E064,
date 2002

Serigrafica Colorflex MCX 880E rotary screen mounting
machine, s/n 0124, date 2000

Maintenance shop

Maintenance shop equipment including:

Colchester Triumph 2000 SS & SC lathe,
s/n 6/000/13638

2 Pillar drills

Edwards guillotine

Edwards folder

Double ended grinder

5 Welders

Sundry loose equipment

Store

2 Circular blade brick saws

Fuel oil storage tank and distribution pump (outside)

Laboratory

Assorted laboratory equipment

Warehouse

290 Bays boltless pallet racking and sundry bolted racks

SHM type ERS 3A stretchwrapping machine, s/n 3664

Open yards

Weidemann type 2002 D/M wheeled shovel loader,
s/n 01032513, date 1993

JCB model 3CX Sitemaster wheeled hydraulic backhoe
loader, series SLP3CXTSSE0431291, s/n 431291,
date 1995

Liebherr model L506 wheeled shovel loader,
s/n 426 3172, date 1996

Tile reclamation plant

comprising:

Shaped steel vibratory hopper feeder

BGD crusher type U Hammer Mill 24 x 30, s/n A6399,
date 1995, with belt conveyor discharge, vertical steel
hopper and blower discharge to mill

Throughout

Office machinery and furniture, including conference
centre

INTELLECTUAL PROPERTY**Domain Names**

Owning Company	Domain Name
Pilkington's Tiles Limited	pilkingtons.co.uk
Pilkington's Tiles Limited	quiligotti.co.uk
Pilkington's Tiles Limited	pilkingtons.com
Pilkington's Tiles Limited	pilkingtons.info
Pilkington's Tiles Limited	pilkingtons.biz
Pilkington's Tiles Limited	quiligottiterrazzo.co.uk
Pilkington's Tiles Limited	quiligottiterrazzo.com
Pilkington's Tiles Limited	quiligotticontracts.co.uk
Pilkington's Tiles Limited	quiligotticontracts.com
Pilkington's Tiles Limited	woolscroft-tiles.co.uk
Pilkington's Tiles Limited	tfortiles.co.uk
Quiligotti Terrazzo Limited	quiligotti.com

Trademarks

Owning Company	Trademark	Country	Registered Number
Quiligotti Access Flooring Limited	MICROFLOOR	UK	UK B1,235,602
Pilkington's Tiles Limited	QUIL-DOM	UK	UK 840,778
Pilkington's Tiles Limited	Quiligotti / QUILIGOTTI	UK	UK, 1,381,594
Pilkington's Tiles Limited	QUILIGOTTI SLIP REST	UK	UK 2,013,130
Pilkington's Tiles Limited	CRESTA	UK	2031176
Pilkington's Tiles Limited	METRICOVE	UK	1015148
Pilkington's Tiles Limited	PILKINGTON	Australia	A95146
Pilkington's Tiles Limited	PILKINGTON	Botswana	SA12766
Pilkington's Tiles Limited	PILKINGTON	Canada	127/32711
Pilkington's Tiles Limited	PILKINGTON	Community Trade Mark	000220731
Pilkington's Tiles Limited	PILKINGTON	India	133899
Pilkington's Tiles Limited	PILKINGTON	South Africa	1474/48
Pilkington's Tiles Limited	PILKINGTON	Swaziland	377/1993 SA
Pilkington's Tiles Limited	PILKINGTON	UK	669225
Pilkington's Tiles Limited	PILKINGTON'S	Lebanon	69856
Pilkington's Tiles Limited	PILKINGTON'S	Oman	13265

Pilkington's Tiles Limited	PILKINGTON'S	Saudi Arabia	420/81
Pilkington's Tiles Limited	PILKINGTON'S	USA	2146815
Pilkington's Tiles Limited	PILKINGTON'S	United Arab Emirates	15374
Pilkington's Tiles Limited	PILKINGTON'S & DEVICE	UK	1434066
Pilkington's Tiles Limited	PILKINGTON'S LOGO	Eire	B151839
Pilkington's Tiles Limited	PILKINGTON'S LOGO	Hong Kong	03344/1995

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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. 00033221

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A GUARANTEE AND DEBENTURE DATED THE 28th MAY 2004 AND CREATED BY PILKINGTON'S TILES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO GMAC COMMERCIAL FINANCE PLC UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 7th JUNE 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10th JUNE 2004.

D. LU.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —