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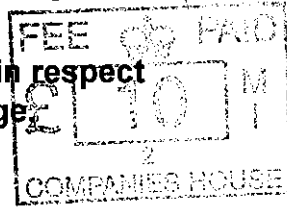
COMPANIES FORM No. 395

152584/10

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

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

1211

33221

Please do not write in this margin
Please complete legibly, preferably in black type, or bold block lettering
*insert full name of Company

Name of company

* PILKINGTON'S TILES LIMITED (THE "COMPANY")

Date of creation of the charge

9 FEBRUARY 2004

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

CHARGE OVER DEPOSIT (THE "CHARGE")

Amount secured by the mortgage or charge

PLEASE SEE APPENDIX 1 ATTACHED

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

THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND WHOSE BRANCH OFFICE IS AT 9TH FLOOR, NO. 1 MARSDEN STREET, MANCHESTER ("BOS")

Postcode M2 1HW

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

Eversheds LLP
Eversheds House, 70 Great
Bridgewater Street,
Manchester, M1 5ES

C/SZW/728066

Time critical reference

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

PLEASE SEE APPENDIX 2 ATTACHED.

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)

N/A

Signed

Eveready LLP

Date *16/02/03*

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

APPENDIX ONE
PILKINGTON'S TILES LIMITED
(COMPANY NUMBER 33221)

AMOUNT SECURED BY THE MORTGAGE OR CHARGE

All or any monies and liabilities which will for the time being (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner to **BoS** by the Company, whether actually or contingently, solely or jointly and whether as principal or surety and whether or not **BoS** shall have been an original party to the relevant transaction, and including interest, discount, commission and (on a full indemnity basis) other lawful charges or expenses including all reasonable legal and other costs and expenses which **BoS** may in the course of its business charge or incur in respect of any of those matters or for keeping the Company's account, and so that interest shall be computed and compounded according to the usual **BoS** rates and practice as well after as before any demand made or decree obtained under the Charge (the "Secured Liabilities").

NB Terms defined in this Appendix shall apply in Appendix 2 and vice versa

APPENDIX TWO
PILKINGTON'S TILES LIMITED
(COMPANY NUMBER 33221)

SHORT PARTICULARS OF ALL THE PROPERTY MORTGAGED OR CHARGED

The Company with full title guarantee assigns by way of security to **BoS** for the payment and discharge of the Secured Liabilities the Deposit and all the present and future rights, titles and benefit of the Company whatsoever in the Deposit (but subject to redemption on payment of all moneys and the discharge of the Secured Liabilities covenanted to be paid or discharged under this security).

NOTE:

Pursuant to the terms of the Charge the Company shall not, except as expressly permitted by the Charge, withdraw the Deposit and shall not, without the prior written consent of **BoS**, assign discount pledge charge or otherwise dispose of or deal with or permit any third party rights to arise over all or any part of the Deposit or attempt or agree to do so

Definitions:

“Charged Account”

means the US\$ Account with BoS, details of which are as follows: Account Name: BoS o/a Pilkington's Tiles Limited, Bank of Scotland, International Division, Glasgow, Swift Address: BofSGB2S, Account No: 20714USD01, which account is blocked or designated as charged to BoS as the same may be replaced, redesignated, renumbered or rearranged from time to time;

“Deposit”

means all sums (denominated in whatever currency) together with all interest and other amounts accruing on such sums for the time being and from time to time standing to the credit of the Charged Account, including without limitation the sum of US\$462,348.84 deposited therein on or around the date of the Charge.

FILE COPY



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 CHARGE OVER DEPOSIT DATED THE 9th FEBRUARY 2004 AND CREATED BY PILKINGTON'S TILES 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 18th FEBRUARY 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20th FEBRUARY 2004.

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Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES