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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

A fee of £13 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)

For official use

Company number

15 11 11

00162966

Name of company

* The Davy Roll Company Limited (the "Company")

Date of creation of the charge

5 March 2007

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

Security Agreement (the "Charge")

Amount secured by the mortgage or charge

All present and future obligations and liabilities (whether actual or contingent and whether owed jointly or severally and in any capacity whatsoever) of the Company to make payments to the Roll Group Pension Scheme (the "Scheme") up to a maximum amount of £14,000,000 (fourteen million pounds).

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

Stephen Avery Bell of 44 Fennel Grove, Holder House Estate, South Shields, Tyne & Wear, NE34 8TJ, Peter Ernest Dai Gardner of 31 The Uplands, Birtley, Chester-le-Street, County Durham, DH3 1RJ andcont....

Postcode

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

Hammonds
Trinity Court
16 John Dalton Street
Manchester
M60 8HS

SZC/ROL.037-0001

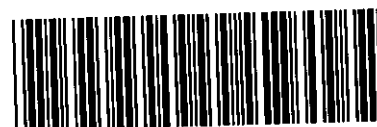
Time critical reference

For official Use (06/2005)

Mortgage Section

Post room

TUESDAY



A48
"A18Y8NMY"
06/03/2007
COMPANIES HOUSE
438

Short particulars of all the property mortgaged or charged

1. By way of first legal mortgage the freehold land and buildings known as land on the north and south sides of Coulthards Lane, Gateshead as registered at the Land Registry with absolute title under number TY188528 (the "Property"); and
2. by way of absolute assignment all the Company's rights in respect of the aggregate of all amounts paid or payable to or for the account of the Company in connection with the letting of any part of the Security Assets, including each of the following amounts:
 - rent, licence fees and equivalent amounts paid or payable;
 - any sum received or receivable from any deposit held as security for the performance of a tenant's obligations;
 - a sum equal to any apportionment of rent allowed in favour of the Company;
 - any other monies paid or payable in respect of occupation and/or usage of a Security Asset and any fixture and fitting on a Security Asset including any fixture or fitting on a Security Asset for display or advertisement, on licence or otherwise;
 - any sum paid or payable under any policy of insurance in respect of loss of rent or interest on rent;
 - any sum paid or payable, or the value of any consideration given, ...cont..

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)

Nil

Signed

HAMMONDS

Date 5 March 2007

On behalf of ~~XXXXXX~~ [mortgagee/chargee] †

*A fee 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

Name of company

*insert full name
of Company

* The Davy Roll Company Limited (the "Company")

Addendum 1/4

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

Addendum 2/4

2. Amount due or owing on the mortgage or charge (continued)

Addendum 3/4

3. Names, addresses and description of the mortgages or persons entitled to the charge (continued)

Terrence Charles Watson of 25 The Uplands, Birtley, Chester-le-Street, County Durham, DH3 1RJ in their capacity as trustees for the time being of the Roll Group Pension Scheme, c/o P.O. Box 21, Close Works, Gateshead, Tyne & Wear, NE8 3DX

Addendum 4/4

4. Short particulars of all the property mortgaged or charged (continued)

for the surrender or variation of any lease;

- any sum paid or payable by any guarantor of any occupational tenant under any lease; and
- any interest paid or payable on, and any damages, compensation or settlement paid or payable in respect of, any sum referred to above less any related fees and expenses incurred (which have not been reimbursed by another person) by the Company.

The assets referred to at 1 and 2 above referred to together as the "Security Assets".

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00162966

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SECURITY AGREEMENT DATED THE 5th MARCH 2007 AND CREATED BY DAVY ROLL COMPANY LIMITED (THE) FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO STEPHEN AVERY BELL, PETER ERNEST DAI GARDNER AND TERENCE CHARLES WATSON AS TRUSTEES FOR THE TIME BEING OF THE ROLL GROUP PENSION SCHEME UP TO A MAXIMUM OF £14,000,000.00 ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 6th MARCH 2007.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th MARCH 2007.

P.D.W.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES