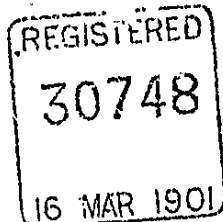


Number of }
Certificate }

29,196

Form No. 47.

“THE COMPANIES ACTS 1862 to 1900.”



Particulars



To be supplied to the Registrar of Joint Stock Companies (pursuant to Section 14, Sub-section 7, of The Companies Act, 1900) of a MORTGAGE or CHARGE created by THE *Wingham Agricultural* *Implement* COMPANY, LIMITED, and being—

- (a) A Mortgage or Charge for the purpose of securing any Issue of Debentures; or
- (b) A Mortgage or Charge on uncalled Capital of the Company; or
- ~~(c) A Mortgage or Charge created or evidenced by an instrument which if executed by an individual would require registration as a Bill of Sale; or~~
- (d) A Floating Charge on the Undertaking or Property of the Company.

Strike out the Sub-heads (a), (b), (c), or (d) which do not apply.

NOTE.—The original instrument evidencing the Mortgage or Charge must be presented with this Return within twenty-one days after the date of its creation (Section 14, Sub-section 1), accompanied by the particulars set out on this Form.

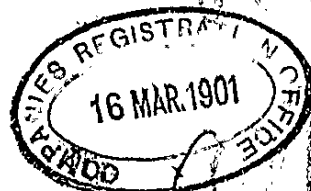
(See last Page of this Form.)

TELEGRAMS: "CERTIFICATE, LONDON."

TELEPHONE: NUMBER 246 HOLBORN.

JORDAN & SONS, LIMITED,
Company Registration Agents, Printers, Publishers, and Stationers,
116 & 120 CHANCERY LANE, LONDON, W.C.

Presented for filing by



PARTICULARS of a MORTGAGE or CHARGE created by The *Wingham*

(1) Date of Creation of the Mortgage or Charge; or in the case of a series of Debentures the date of the Covering Deed (if any) by which the Security is created or defined.	(2) Amount secured by the Mortgage or Charge, or in the case of a series of Debentures the Total Amount secured by the whole series.	(3) Dates of Resolutions creating the series of Debentures.	(4) Short Particulars of the Property Mortgaged or Charged, or in the case of a series of Debentures a General Description of the Property Charged.
<i>No Covering Deed</i>	<i>£1500</i>	<i>31st Dec^r 1898 Resolution of Directors</i>	<i>The undertaking of the Company and all its property whatsoever and wheresoever both present and future including its uncalled capital for the time being.</i>

(5)

(6)

Names (with Addresses and Descriptions) of the Mortgagees or Persons entitled to the Charge; or in the case of a series of Debentures the Names &c. of the Trustees (if any) for the Debenture Holders.

Where More than One Issue of Debentures in the same series.

Date of Present Issue.

Amount of Present Issue.

Total Amount previously issued of this series (if any).

No Trustees.

23rd February

£200

£1000

1901

in 2 Debentures

in 10 Debentures

of £100 each

of £100 each

numbered

numbered

11 and 12

1 to 10.

NOTICE - This Margin is reserved for binding, and must not be written across.

NOTICE - This Margin is reserved for binding, and must not be written across.

Date *15th March, 1901*

Signature

Thos. M. Nyan
Secretary.

Certificate of the Registration of Debentures of a Series.

Pursuant to s. 14 (6) of the Companies' Act, 1900 (63 & 64 Vict. c. 48).



I hereby Certify that 2 Debentures numbered respectively 11 and 12

inclusive, each for securing £ 100 with interest as therein mentioned and forming part of a

Series of like Debentures all ranking *pari passu* for a total amount of £ 1,500 created by the

Wingham Agricultural Implement Company

Limited.

by Resolution passed the thirty-first day of December 1898

have this day been Registered pursuant to s. 14 of the Companies' Act, 1900.

Given under my hand at London, this sixteenth day of March

One thousand nine hundred and one.

James Heath
Registrar of Joint Stock Companies.

Certificate and Debentures received by

Jordan & Sons, Limited. Ltd.
120 Chancery Lane.
W.C.

Date 21st Mar. 1901.

Companies' Act, 1900, sec. 14 (6).

P.T.O.

Number of } 29196
Certificate } *27*

Form No. 47.

"THE COMPANIES ACTS, 1862 to 1900."



Particulars



To be supplied to the Registrar of Joint Stock Companies (pursuant to Section 14, Sub-section 7, of The Companies Act, 1900) of a MORTGAGE or CHARGE created by THE Wingham Agricultural Implement COMPANY, LIMITED, and being—

- (a) A Mortgage or Charge for the purpose of securing any Issue of Debentures; or
- (b) A Mortgage or Charge on uncalled Capital of the Company; or
- (c) ~~A Mortgage or Charge created or evidenced by an instrument which if executed by an individual would require registration as a Bill of Sale; or~~
- (d) A Floating Charge on the Undertaking or Property of the Company.

Strike out the Sub-heads (a), (b), (c), or (d) which do not apply

NOTE.—The original instrument evidencing the Mortgage or Charge must be presented with this Return within twenty-one days after the date of its creation (Section 14, Sub-section 1), accompanied by the particulars set out on this Form.

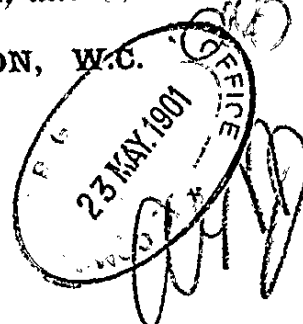
(See last Page of this Form.)

TELEGRAMS: "CERTIFICATE, LONDON."

TELEPHONE: NUMBER 246 HOLBORN.

JORDAN & SONS, LIMITED,
Company Registration Agents, Printers, Publishers, and Stationers,
116 & 120 CHANCERY LANE, LONDON, W.C.

Presented for filing by



1312

PARTICULARS of a MORTGAGE or CHARGE created by The *Wingham*.

(1)	(2)	(3)	(4)
Date of Creation of the Mortgage or Charge; or in the case of a series of Debentures the date of the Covering Deed (if any) by which the Security is created or defined.	Amount secured by the Mortgage or Charge, or in the case of a series of Debentures the Total Amount secured by the whole series.	Dates of Resolutions creating the series of Debentures.	Short Particulars of the Property Mortgaged or Charged, or in the case of a series of Debentures a General Description of the Property Charged.
No Covering Deed.	£ 1500.	31st Dec. 1898. Resolution of Directors.	The undertaking of the Company and all its property whatsoever and whosoever both present and future including its uncalled Capital for the time being.

NOTE: This Margin is reserved for binding, and must not be written across.

Agricultural Implement

Company, Limited.

(5)	(6)		
Names (with Addresses and Descriptions) of the Mortgagees or Persons entitled to the Charge; or in the case of a series of Debentures the Names &c. of the Trustees (if any) for the Debenture Holders.	Where More than One Issue of Debentures in the same series.		
	Date of Present Issue.	Amount of Present Issue.	Total Amount previously issued of this series (if any).
<i>No trustees.</i>	<i>13th May 1901.</i>	<i>£ 300. in 3 Debentures of £100 each numbered 13, 14 & 15.</i>	<i>£ 1200. in 12 Debentures of £100. each numbered 1. to 12.</i>

NOTE - This Margin is reserved for binding, and must not be written across.

NOTE - This Margin is reserved for binding, and must not be written across.

Date *May 22* 1901.

Signature

Frederick M. Myers
Secretary

[See back hereof.]

Certificate of the Registration of a Series of Debentures.

Pursuant to s. 14 (6) of the Companies' Act, 1900 (63 & 64 Vict. c. 48).



I hereby Certify that Three Debentures numbered respectively 13 to 15

inclusive, each for securing £ 100 with interest as therein mentioned, and forming part of a

Series of like Debentures all ranking *pari passu* for a total amount of £ 1500 created by the

Wingham Agricultural Implement
Company Limited,

by Resolution passed the Thirtieth day of December 1898-1900

have this day been Registered pursuant to s. 14 of the Companies' Act, 1900.

Given under my hand at London, this Twenty third day of May

One thousand nine hundred and one

Ernest Cleaver

Registrar of Joint Stock Companies.

Certificate and Debentures received by

Albert W Jordan
100 Chancery Lane
W.C.

Date 30th May, 1901.

Companies' Act, 1900, sec. 14 (6).

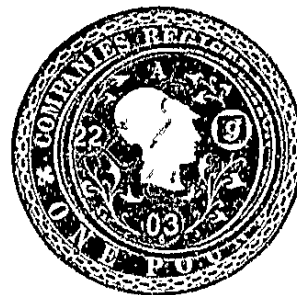
Number of
Certificate

29, 196. / 29

Form No. 47.

"THE COMPANIES ACTS, 1862 to 1900."

Particulars

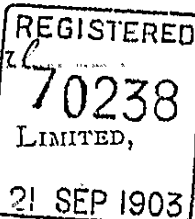


Companies'
Fee Stamp
should be
impressed
here.

To be supplied to the Registrar of Joint Stock Companies (pursuant to
Section 14, Sub-section 7, of The Companies Act, 1900) of a MORTGAGE
or CHARGE created by THE *Wingham Agricultural*

Implement

COMPANY,



and being—

Strike out the
Sub-heads (a),
(b), (c), or (d)
which do not
apply.

~~(a) A Mortgage or Charge for the purpose of securing any Issue of
Debentures; or~~

~~(b) A Mortgage or Charge on uncalled Capital of the Company; or~~

~~(c) A Mortgage or Charge created or evidenced by an instrument
which if executed by an individual would require registration as
a Bill of Sale; or~~

(d) A Floating Charge on the Undertaking or Property of the Company.

NOTE.—The original instrument evidencing the Mortgage or Charge must be presented
with this Return within twenty-one days after the date of its creation (Section 14, Sub-section 1),
accompanied by the particulars set out on this Form.

(See last Page of this Form.)

TELEGRAMS: "CERTIFICATE, LONDON."

TELEPHONE: NUMBER 246 HOLBORN.

JORDAN & SONS, LIMITED,

Company Registration Agents, Printers, Publishers, and Stationers,
116 & 120 CHANCERY LANE, LONDON, W.C.

Presented for filing by



PARTICULARS of a MORTGAGE or CHARGE created by The *Wingham*

(1) Date of Creation of the Mortgage or Charge; or in the case of a series of Debentures the date of the Covering Deed (if any) by which the Security is created or defined.	(2) Amount secured by the Mortgage or Charge, or in the case of a series of Debentures the Total Amount secured by the whole series.	(3) Dates of Resolutions creating the series of Debentures.	(4) Short Particulars of the Property Mortgaged or Charged, or in the case of a series of Debentures a General Description of the Property Charged.
<p><i>Mortgage dated 1st. Sept. 1903.</i></p> <p><i>No Covering Deed.</i></p>	<p><i>£500.</i></p> <p><i>interest at the rate of 6% per annum</i></p>	<p><i>—</i></p>	<p><i>A piece or parcel of Land and Buildings and Engineering Works ^{thereon} at Eastry, in the County of Kent, on the west side of the High Road leading from Dover to Sandwich, all of which premises are delineated in the plan drawn in the margin of an Indenture of Conveyance from the Mortgagee to the Company dated 1st. September 1903.</i></p>

This Margin is reserved for binding, and must not be written across.

Agricultural Implement Company, Limited.

(5)	(6)		
Names (with Addresses and Descriptions) of the Mortgagees or Persons entitled to the Charge; or in the case of a series of Debentures the Names &c. of the Trustees (if any) for the Debenture Holders.	Where More than One Issue of Debentures in the same series.		
	Date of Present Issue.	Amount of Present Issue.	Total Amount previously issued of this series (if any).
<p><i>Mortgagee :-</i></p> <p><i>Walter Venning Lister,</i></p> <p><i>Great Walton, Eastly,</i></p> <p><i>Kent.</i></p> <p><i>Gentleman. J.P.</i></p>	<p>—</p>	<p>—</p>	<p>—</p>

Signature *Fredk. M. Algar*

Secretary.

Date *17th. Sept. 1903.*

[See back hereof.]

—This Margin is reserved for binding, and must not be written across.

—This Margin is reserved for binding, and must not be written across.

Certificate of the Registration of a Mortgage or Charge.

Pursuant to s. 14 (6) of the Companies' Act, 1900 (63 & 64 Vict. c. 48).



I hereby Certify that a Mortgage or Charge dated the First
 day of September, One thousand nine hundred and three
 and created by the Wingham Agricultural Implement
Company, Limited,
 for securing the sum of £500,

was this day Registered pursuant to s. 14 of the Companies' Act, 1900.

Given under my hand at London, this Twenty-first day of September
 One thousand nine hundred and three
J. A. M. Barber
 Assistant Registrar of Joint Stock Companies.

Certificate and Mortgage received by

Wm. L. P. Smith,
For Jordan & Sons, Ltd.,
1206 Chancery Lane, W.C.

Date 25th Sept. 1903.
 Companies' Act, 1900, sec. 14 (6).

P.T.O.

Number of
Certificate

29, 196. / 47

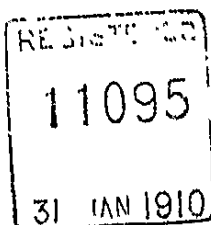
[Form No. 47A.]

"THE COMPANIES (CONSOLIDATION) ACT, 1908."

Particulars

(to be delivered to the Registrar of Joint Stock Companies pursuant to

Section 93, Sub-section 3, of The Companies (Consolidation) Act, 1908.)



RELATING TO A

Series of Debentures



containing, or giving by reference to any other Instrument, any Charge, to the benefit of which the Debenture Holders of the said series are entitled *pari passu*, created by *The Wingham Agricultural Implement Company, LIMITED.*

NOTE. The Deed (if any) containing the Charge must be delivered with these Particulars to the Registrar within Twenty-one days after the execution of such Deed; or, if there is no such Deed, one of the Debentures must be so delivered within Twenty-one days after the execution of any Debentures of the series.

1555-8.09.

TELEGRAMS: "CERTIFICATE, LONDON."

TELEPHONE NUMBER: 246 HOLBORN.

JORDAN & SONS, LIMITED,
Company Registration Agents, Printers, Publishers, and Stationers,
116 & 117 CHANCERY LANE, LONDON, W.C.

Presented for filing by

31 JAN 1910

PARTICULARS to be delivered to the Registrar pursuant to Section 93,
DEBENTURES created by *The Wingham Agri-*

(1) Total Amount Secured by the Whole Series.	(2) Amount of the Present Issue of the Series.	(3) Dates of Resolutions Authorising the Issue of the Series.	(4) <small>Date of the Covering Deed by which the security is created or, if there is no such Deed, the date of the execution of the Debentures.</small>
£1500	£1500 (of which £900 is issued to same Holders in exchange for old Debentures which have matured)	Nov 15 th 1909	13 th January, 1910.

NOTE.—The Fees payable on Registration of these Particulars are as follows:—

Where the amount of the whole Series does not exceed £200	10s.
Where the amount exceeds	£1.

Sub-section 3, of The Companies (Consolidation) Act, 1908, of a series of
cultural Implement Company, Limited.

(5) General Description of the Property Charged.	(6) Names of the Trustees (if any) for the Debenture Holders.	(7) Amount or rate per cent. of the Com- mission, Allowance, or Discount (if any) paid or made either directly or indirectly by the Company to any person in con- sideration of his subscribing or agreeing to subscribe, whether absolutely or con- ditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the Debentures included in this Return.
<p><i>The undertaking of the Company and all its property, what- soever and wheresoever both present and future, including its uncalled capital for the time being.</i></p>	<p><i>None.</i></p>	<p><i>None</i></p>

Signature

Fred W. M. Edgar.

Designation of
position in
relation
to the
Company.

Secretary.

Date

January 28th

1910

NO. 1.—This Margin is reserved for binding, and must not be written across.

NO. 2.—This Margin is reserved for binding, and must not be written across.

Certificate of the Registration of a Series of Debentures where there is no Trust Deed.

Pursuant to s. 93 (5) of the Companies (Consolidation) Act, 1908 (8 Edw. VII. c. 69).



Application having this day been made for the entry on the Register of the particulars required by sub-section 3 of section 93 of the Companies (Consolidation) Act, 1908, in relation to a series of debentures (containing a charge to the benefit of which the debenture holders of the said series are entitled *pari passu*) created by the Wingham Agricultural
Implement Company, Limited,
and the issue of the series having been authorised by resolution passed on the 18th
day of November 1909 (and one of such debentures having been duly produced) I hereby Certify that the total amount secured or intended to be secured by the said series is £ 1,500 and that all the particulars required by sub-section 3 of section 93 of the said Act in relation to the said series have been this day entered on the Register.

Given under my hand at London, this Thirty-first day of January
One thousand nine hundred and ten.

Geo. Sargent

Certificate and Debenture received by

W. K. Brown

Assistant Registrar of Joint Stock Companies.

Date

Companies (Consolidation) Act, 1908, sec. 93 (5).

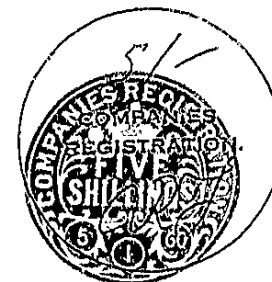
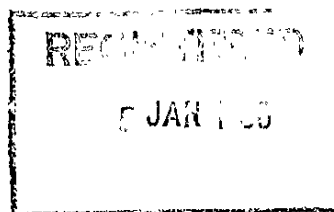
P.T.O.

NO. OF COMPANY.....29106./132

[C.F. 49]

THE COMPANIES ACT, 1948.

21



A 5/- Companies Registration Fee Stamp must be impressed here.

Memorandum of Complete Satisfaction of Mortgage or Charge.

Lingham Engineering Company Limited (formerly called Lingham Agricultural Implement Company Limited)
gives notice that the registered charge being * *a series of*
notes authorised by Resolution on
December 1898

which Particulars were registered with the Registrar of Companies on the
seventh day of *March* 1901 was wholly satisfied on the
first day of *December* 1919 the debt for which the
was given having been paid or satisfied.

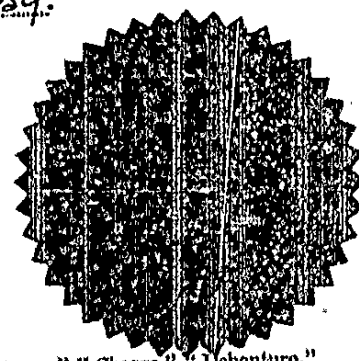
IN WITNESS whereof the Common Seal of the Company was hereunto
set out, *Thirtieth* day of *December* 1959.

[Signature]

Directors.

[Signature]

Secretary.



tion of the Instrument(s) creating or evidencing the charge, e.g., "Mortgage," "Charge," "Debenture,"
to thereof should be given. If the registered charge was a "Series of Debentures," or "Debenture Stock,"
authorised by Resolution," together with the date of the Resolution should be added.

The date of registration may be confirmed from the Certificate of Registration and (except in the case of a series
of Debentures) from the registration stamp affixed to the instrument(s) registered.

Cat. No. C.F. 49

JORDAN & SONS, LTD.,
116, CHANCERY LANE, LONDON, W.C.2

SHAW & SONS LTD.,
7, 8 & 9, FETTER LANE, LONDON, E.C.4

Law Stationers and Company Registration Agents

Presented by
5 JAN 1960

DAMAGED DOCUMENT

5 JAN 1960

Declaration Verifying Memorandum of Satisfaction of a Registered Mortgage or Charge.

Pursuant to Section 100.

(No Revenue Stamp Duty chargeable.)

WE, William Edgar Pratten
of Chillenden House near Canterbury a Director of
The Wingham Engineering Company Limited
(formerly called The Wingham Agricultural Implements Company Limited),
and William Leonard Relf
of Medway Wingham, Canterbury,
the Secretary thereof, do solemnly and sincerely declare that the
particulars contained in the Memorandum of Satisfaction annexed hereto
are true to the best of our knowledge, information and belief.

AND we make this solemn Declaration, conscientiously believing
same to be true, and by virtue of the provisions of the Stat
Declarations Act, 1835.

Declared at Wingham

the 30th day of December

One thousand nine hundred and fifty nine
before me.

F. G. Walker J.P.
* A Commissioner for Oaths.

W. E. Pratten

W. L. Relf

This margin to be reserved for binding.

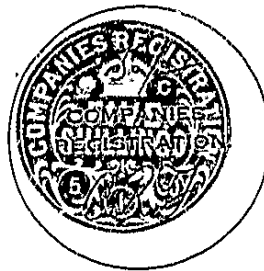
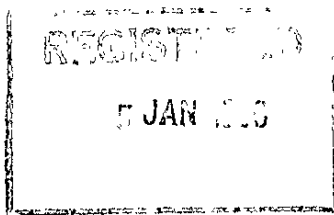
NO. OF COMPANY

29196

DAMAGED DOCUMENT

THE COMPANIES ACT, 1948.

Fullly
22



A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

Memorandum of Complete Satisfaction of
Mortgage or Charge.

Birmingham Engineering Company Limited formerly called
Birmingham Agricultural Implement Company Limited,
hereby gives notice that the registered charge being * a series of
debentures authorised by Resolution on
25 December 1898

which Particulars were registered with the Registrar of Companies on the
thirty-third day of May 1901 was wholly satisfied on the
thirty-first day of December 1919 the debt for which the
charge was given having been paid or satisfied.

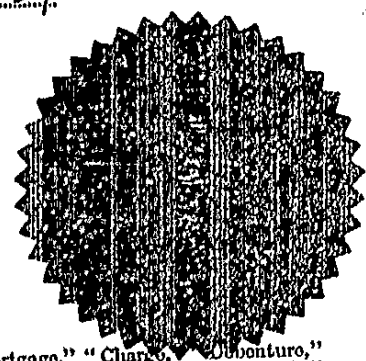
IN WITNESS whereof the Common Seal of the Company was hereunto
the Thirtieth day of December 1959.

W. H. Carter

Directors.

W. H. Carter

Secretary.



* A description of the Instrument(s) creating or evidencing the charge, e.g., "Mortgage," "Charge," "Debenture,"
etc., with the date thereof should be given. If the registered charge was a "Series of Debentures," or "Debenture Stock,"
the words "authorised by Resolution," together with the date of the Resolution should be added.
† The date of registration may be confirmed from the Certificate of Registration and (except in the case of a series
of Debentures) from the registration stamp affixed to the Instrument(s) registered.

Cat. No. C.F. 49

JORDAN & SONS, LTD.,
110, CHANCERY LANE, LONDON, W.C.2

Law Stationers and Company Registration Agents

SHAW & SONS LTD.,
7, 8 & 9, FETTER LANE, LONDON, E.C.4

Presented by



5 JAN 1960

M

This margin to be reserved for binding.

THE COMPANIES ACT, 1948.

Declaration Verifying Memorandum of
Satisfaction of a Registered Mortgage or Charge.

Pursuant to Section 100.

(No Revenue Stamp Duty
chargeable.)

WE, William Edgar Patten
of Philenden House, near Banterbury, a Director of
The Wingham Engineering Company Limited (formerly called
The Wingham Agricultural Implement Company Limited),
and William Leonard Reef
of Redway, Wingham, Banterbury,
the Secretary thereof, do solemnly and sincerely declare that the
particulars contained in the Memorandum of Satisfaction annexed hereto
are true to the best of our knowledge, information and belief.

AND we make this solemn Declaration, conscientiously believing the
same to be true, and by virtue of the provisions of the Statute
Declarations Act, 1835.

Declared at Wingham
the Ten day of December
One thousand nine hundred and fifty-nine
before me.
F. G. Walter J.P.
* A Commissioner for Oaths.

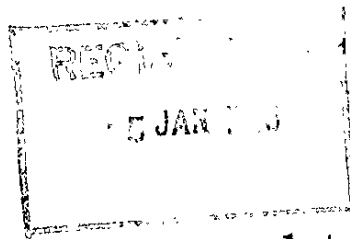
W. E. Patten
W. L. Reef

This margin to be reserved for binding.

NO. OF COMPANY. 29196/134

[C.F. 49]

THE COMPANIES ACT, 1948.



A 5/- Companies Registration Fee Stamp must be impressed here.

Memorandum of Complete Satisfaction of Mortgage or Charge.

29
Birmingham Engineering Company Limited (formerly called Birmingham Agricultural Implement Company Limited)
do hereby give notice that the registered charge being * a mortgage

which Particulars were registered with the Registrar of Companies on the twenty-first day of September 1903 was wholly satisfied on the twenty-first day of December 1919 the debt for which the charge was given having been paid or satisfied.

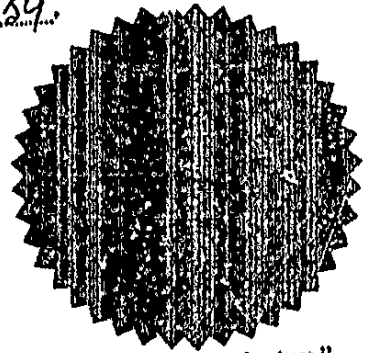
IN WITNESS whereof the Common Seal of the Company was hereunto put and the Thirtieth day of December 1959.

W. J. Carter

Directors.

B. Rees

Secretary.



* A description of the instrument(s) creating or evidencing the charge, e.g., "Mortgage," "Charge," "Debenture," etc., with the date thereof should be given. If the registered charge was a "Series of Debentures," or "Debenture Stock," the words "authorised by Resolution," together with the date of the Resolution should be added.
† The date of registration may be confirmed from the Certificate of Registration and (except in the case of a series of Debentures) from the registration stamp affixed to the instrument(s) registered.

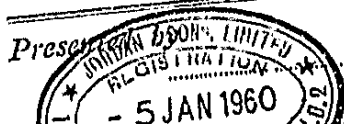
Cat. No. C.F. 49

JORDAN & SONS, LTD.,
116, CHANCERY LANE, LONDON, W.C.2

Law Stationers and Company Registration Agents

SHAW & SONS, LTD.,
7, 8 & 9, FETTER LANE, LONDON, E.C.4

5 JAN 1960



THE COMPANIES ACT, 1948.

Declaration Verifying Memorandum of
Satisfaction of a Registered Mortgage or Charge.

Pursuant to Section 100.

(No Revenue Stamp Duty
chargeable.)

WE, William Edgar Pratten
of Chillemers House, near Canterbury, a Director of
The Bingham Engineering Company Limited (formerly called
The Bingham Agricultural Implement Company Limited),

and William Leonard Reif
of Medway Bingham, Canterbury,
the Secretary thereof, do solemnly and sincerely declare that the
particulars contained in the Memorandum of Satisfaction annexed hereto
are true to the best of our knowledge, information and belief.

AND we make this solemn Declaration, conscientiously believing the
same to be true, and by virtue of the provisions of the Statutory
Declarations Act, 1835.

Declared at Wingham

the 30th day of December

One thousand nine hundred and fifty-nine
before me.

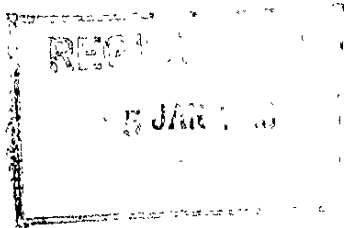
F. J. Wallis J.P.

* A Commissioner for Oaths.

* Or Notary Public or Justice of the Peace.

This margin to be reserved for binding.

THE COMPANIES ACT, 1948.



A 5/-
Companies
Registration
Fee Stamp
must be
impressed
here.

Memorandum of Complete Satisfaction of
Mortgage or Charge.

L. M.
Birmingham Engineering Company Limited (formerly called
Birmingham Agricultural Implements Company Limited),
do hereby give notice that the registered charge being * a series of
debentures authorised by Resolution on
5 November 1909

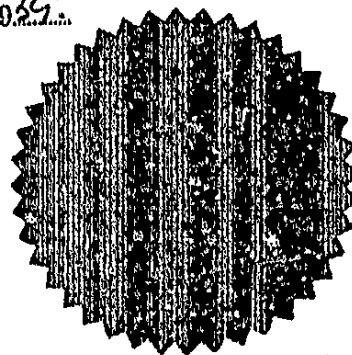
of which Particulars were registered with the Registrar of Companies on the
fifty first day of January 1910 was wholly satisfied on the
fifty first day of December 1959 the debt for which the
charge was given having been paid or satisfied.

IN WITNESS whereof the Common Seal of the Company was hereunto
affixed the Thirtieth day of December 1959.

W. R. Carter
.....
W. R. Carter
.....

Directors.

Secretary.



* A description of the Instrument(s) creating or evidencing the charge, e.g., "Mortgage," "Charge," "Debenture,"
etc., with the date thereof should be given. If the registered charge was a "Series of Debentures," or "Debenture Stock,"
the words "authorised by Resolution," together with the date of the Resolution should be added.
† The date of registration may be confirmed from the Certificate of Registration and (except in the case of a series
of Debentures) from the registration stamp affixed to the instrument(s) registered.

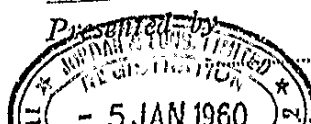
Cat. No. C.F. 49

JORDAN & SONS, LTD.,
116, CHANCERY LANE, LONDON, W.C.2

Law Stationers and Company Registration Agents

SHAW & SONS LTD.,
7, 8 & 9, FETTER LANE, LONDON, E.C.4

5102 (2) □



5 JAN 1960
DA

Declaration Verifying Memorandum of Satisfaction of a Registered Mortgage or Charge.

Pursuant to Section 100.

(No Revenue Stamp Duty chargeable.)

WE, William Edgar Pratten
of Millers, 11, Horse Lane, Canterbury, a Director of
The Bingham Engineering Company Limited (formerly called
The Bingham Agricultural Implement Company Limited),
and William Leonard Reel
of Highway, Bingham, Canterbury,
the Secretary thereof, do solemnly and sincerely declare that the
particulars contained in the Memorandum of Satisfaction annexed hereto
are true to the best of our knowledge, information and belief.

AND we make this solemn Declaration, conscientiously believing the
same to be true, and by virtue of the provisions of the Statutory
Declarations Act, 1835.

Declared at Bingham

the 30th day of December

One thousand nine hundred and fifty
before me.

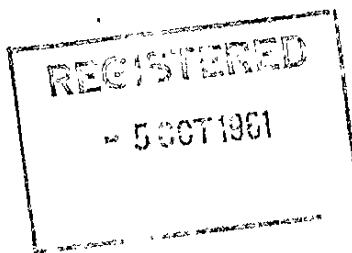
Reginald J. P.
* A Commissioner for Oaths.

* Or Notary Public or Justice of the Peace.

This margin to be reserved for binding.

Number of Company 29,196 / 137.

C. A. 8 DEB.
Form No. 47



THE COMPANIES ACT, 1948

PARTICULARS OF A DEBENTURE

created by a Company registered in England

Pursuant to section 95

NAME OF COMPANY

THE WINGHAM ENGINEERING COMPANY LIMITED

Presented by:— *Mr. H. P. St. L.*
12/13 Portingal Street
London, W.C.2

for Messrs. Furley & Page,
Solicitors,
38 St. Margaret's Street,
Canterbury.

54
h.
20

PARTICULARS of a

THE WINGHAM ENGINEERING COMPANY

(1) Date and description of the instrument creating or evidencing the Mortgage or Charge.	(2) Amount secured by the Mortgage or Charge.	(3) * Short particulars of the Property Mortgaged or Charged.
Single Debenture dated <u>20th Sep-</u> <u>tember</u> <u>19 61</u>	All moneys and liabilities which now are or at any time hereafter may be due owing or incurred by the Company to the Bank or, for which the Company may be 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 or name and whether as principal or surety) together with interest to the date of repayment commission banking charges law and other costs charges and expenses.	First—The properties mentioned in the Schedule to the Debenture and all fixtures (including trade fixtures) fixed plant and machinery from time to time thereon. Secondly—All other (if any) the freehold and leasehold property of the Company both present and future and all fixtures (including trade fixtures) fixed plant and machinery from time to time thereon. Thirdly—The goodwill and the uncalled capital of the Company both present and future. Fourthly—The undertaking and all other property and assets of the Company both present and future. The charge created by the Debenture is as regards the premises First Secondly and Thirdly described a fixed first charge (and as regards all those parts of the premises First and Secondly described now vested in the Company constitutes a charge by way of legal mortgage thereon) and as to the premises Fourthly described is a floating charge but so that the Company may not without the consent in writing of the Bank create any mortgage debenture or charge upon and so that no lien may in any case or in any manner arise on or affect any part of the premises Fourthly described ranking either in priority to or <i>pari passu</i> with the charge thereby created.

This Margin to be reserved for Binding.

Debenture created by

Limited

(4) Names (with Addresses and Descriptions) of the Mortgagees or Persons entitled to the Charge.	(5) 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 subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the Debentures included in this Return.
<p>LLOYDS BANK LIMITED, 71 LOMBARD STREET, LONDON, E.C.3.</p>	<p>Nil</p>

This Margin to be reserved for Binding

Signature

Samuel Page

Address 38 St. Margaret's Street, Canterbury.

DUPLICATE FOR THE FILE.

Certificate of the Registration of a Mortgage or Charge.
Pursuant to Section 98 (2) of the Companies Act, 1948.



I hereby Certify that a Mortgage or Charge
dated the... twentieth ... day of... September ... One thousand
nine hundred and... sixty one ... and created by... THE WINGHAM
ENGINEERING COMPANY LIMITED
for securing all moneys now due, or hereafter to become due, or from time to time accruing
due from the Company to... Lloyds Bank Limited ... on any
account whatsoever... was Registered
pursuant to Section 95 of the Companies Act, 1948 on the... fifth ...
day of... October ... One thousand nine hundred and... sixty one ...
Given under my hand at London, this... tenth ... day of
... October ... One thousand nine hundred and... sixty one ...

Certificate and Mortgage received by

J. E. Robert

A. J. Williams
Assistant Registrar of Companies.

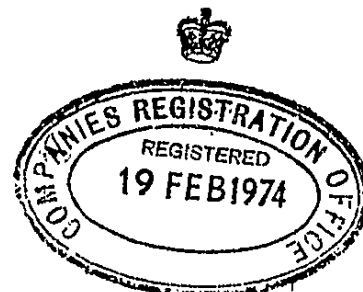
Date 10th October 1961

(Q1438) 46579/2812 12M 12/60 AT&S. 746

16.
hel C 69a.

Company 29196 / 191

THE COMPANIES ACTS, 1948 to 1967



**PARTICULARS OF A MORTGAGE OR CHARGE CREATED
BY A COMPANY REGISTERED IN ENGLAND.**

Pursuant to Section 95. of the Companies Act, 1948.

Name
of
Company

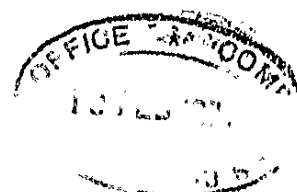
THE WINGHAM ENGINEERING COMPANY

Limited.

Presented by

COMPANY SEARCH DEPARTMENT
BARCLAYS BANK LIMITED,

54 LOMBARD STREET, LONDON, EC3P 3AH



PARTICULARS of a MORTGAGE or CHARGE created by THE WINGHAM ENGINEERING COMPANY Limited, a Company registered in England

(1) Date and description of the instrument creating or evidencing the Mortgage or Charge. (a)	(2) Amount secured by the Mortgage or Charge.	(3) Short particulars of the Property Mortgaged or Charged.	(4) Names, Addresses and Descriptions of the Mortgagees or Persons entitled to the Charge.	(5) Amount or rate per cent. of interest payable, or discount paid or tendered either directly or indirectly, by the Company to any person in connection with the subscription of this instrument, whether absolute or conditional, for any of the 1 included in this Return. (b)
Legal Charge 14th February 1974	All monies now due or hereafter to become due or from time to time accruing due from the Company to the Bank upon any account and in any manner whatsoever.	part of a disused Railway line on the east side of Goodnestone Road, Wingham Kent, Title No. K. 87204	BARCLAYS BANK LIMITED, 54, Lombard Street, London, EC3P 3AH	
			FOR BARCLAYS BANK LIMITED,	

Signature A. Small
MANAGER,
COMPANY SEARCH DEPARTMENT
Designation of position in relation to the Company

Dated the 18 day of FEB 1974

(a) A description of the instrument, e.g., "Trust Deed," "Mortgage," "Debenture," &c., as the case may be, should be given.

(b) The rate of interest payable under the terms of the Debentures should not be entered.

This margin is reserved for binding.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

I hereby certify that a mortgage or charge dated the 14th February 1974
and created by THE WINGHAM ENGINEERING COMPANY LIMITED

for securing all moneys now due, or hereafter to become due, or from time to time accruing
due from the Company to Barclays Bank Limited

on any account whatsoever

was registered pursuant to section 95 of the Companies Act, 1948, on
the 19th February 1974

Given under my hand at London the 27th February 1974

No. 29196

N Taylor

N. TAYLOR

Assistant Registrar of Companies

Certificate and instrument received by



Date

No. of Company 29196 / 194

THE COMPANIES ACTS, 1948 TO 1967



PARTICULARS OF A MORTGAGE OR CHARGE CREATED BY A COMPANY REGISTERED IN ENGLAND.

Pursuant to Section 95. of the Companies Act, 1948.

Name
of
company

THE WINGHAM ENGINEERING COMPANY

Limited.

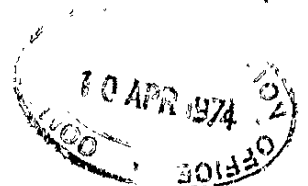
Presented by

COMPANY SEARCH DEPARTMENT
BARCLAYS BANK LIMITED,

54 LOMBARD STREET, LONDON, EC3P 3AH

[C. A. 8]

7 BR - CR



Limited, a Company registered in England.

RTICULARS of a MORTGAGE or CHARGE created by THE WINCHAM ENGINEERING CO. LTD.

(1) Date and description of the instrument creating or evidencing the Mortgage or Charge. (a)	(2) Amount secured by the Mortgage or Charge.	(3) Short particulars of the Property Mortgaged or Charged.	(4) Names, Addresses and Descriptions of the Mortgagees or Persons entitled to the Charge.	(5) Amount or rate per cent. of the Commission Allowance or Discount (if any) paid or payable either directly or indirectly by the Company to any person in connection of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the Debentures included in this Return. (b)
Legal Charge 5th April 1974.	All monies now due or hereafter to become due or from time to time accruing due from the Company to the Bank upon any account and in any manner whatsoever.	5 acres, 3 roods, 27 perches land at Wingham, Kent, as comprised in a Conveyance dated 30.5.28	BARCLAYS BANK LIMITED, 54, Lombard Street, London, EC3P 3AH	
			FOR BARCLAYS BANK LIMITED;	

Signature

MANAGER,
COMPANY SEARCH DEPARTMENT

Designation of position in
relation to the Company

day of 19

Dated the

(a) A description of the instrument, e.g., "Trust Deed," "Mortgage," "Debenture," &c., as the case may be, should be given.

(b) The rate of interest payable under the terms of the Debentures should not be entered.

This margin is reserved for printing.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

I hereby certify that a mortgage or charge dated the 5th April 1974
and created by THE WINGHAM ENGINEERING COMPANY LIMITED

for securing all moneys now due, or hereafter to become due, or from time to time accruing
due from the Company to Barclays Bank Limited

on any account whatsoever

was registered pursuant to section 95 of the Companies Act, 1948, on
the 10th April 1974

Given under my hand at London the 23rd April 1974

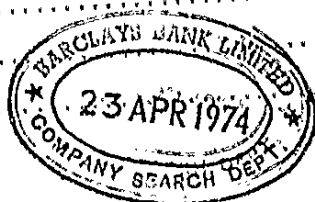
No. 29196

J. TAYLOR

Assistant Registrar of Companies

Certificate and instrument received by

Date ..





Particulars of a mortgage or charge

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

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

*Insert full name
of company

To the Registrar of Companies

For official use Company number



29196

Name of company

* THE WINGHAM ENGINEERING COMPANY LIMITED (the "Company")

Date of creation of the charge

28th October 1991

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

Legal Charge (the "Legal Charge")

Amount secured by the mortgage or charge

All indebtedness and other liabilities of any nature of the Company and/or the Borrower to the Trustee and/or Banks and/or any of them and/or any Receiver under or in connection with the Loan Agreement and/or the Legal Charge and/or any other Security Documents (whether existing at the time of the Legal Charge or arising thereafter) including joint and joint and several indebtedness and liabilities of the Company and/or the Borrower and any other person, indebtedness and liabilities as guarantor, indemnifier or surety (whether before or after any default by the primary obligor) and contingent liabilities (the "Liabilities").

Defined terms used above are defined on the attached continuation sheet.

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

BARCLAYS DE ZOETE WEDD LIMITED (the "Trustee")

Ebbgate House, 2 Swan Lane
London

Postcode

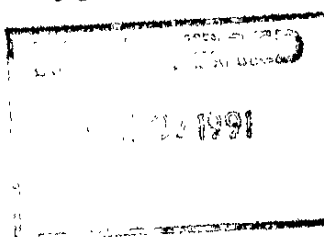
EC4R 3TS

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

ASHURST MORRIS CRISP
Broadwalk House
5 Appold Street
London EC2A 2HA
Tel: 071 638 1111
(Miss Natasha Baker)
Ref: NRB/IXB/050B00971/0969V

Time critical reference

For official use
Mortgage section



Post room



Short particulars of all the property mortgaged or charged

Please do not
write in
this margin

(A) By Clause 2 of the Legal Charge, the Company covenants with the Trustee that it shall discharge all Liabilities at the time and in the manner provided for in the Security Documents.

(B) By Clause 3 of the Legal Charge, the Company as beneficial owner and as security for all Liabilities charges in favour of the Trustee by way of first legal mortgage, the Scheduled Property as defined in the Schedule (reproduced on the attached continuation sheet). The Trustee declared itself to be a trustee of the Trust Property for itself and the Banks to hold the same in accordance with the terms of the Legal Charge and the Loan Agreement.

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Ashurst Morris Crisp

Date 1st November 1991

*Delete as
appropriate

On behalf of Yorkport [mortgagee/chargee]*

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.

Page 2



The Solicitors' Law Stationery Society plc Paulton House, 8 Shepherdess Walk, London N1 7LB

1985 Edition
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5010503

The Wingham Engineering Company Limited
Continuation Sheet No. -1-

(A) By Clause 4(A) of the Legal Charge, the Company undertakes that except with the consent of the Trustee, it shall not, so long as there are any Liabilities outstanding (whether actual or contingent) or capable of arising:-

- (a) Negative Pledge: Create or have outstanding any security on or over the Charged Assets other than as provided for or contemplated by the Security Documents;
- (b) Disposal: Unless required to do so by the Statutes, sell, transfer, assign, lease, hire out, lend or otherwise dispose of the Charged Assets or permit any person to do any such thing;
- (c) Leasing: Exercise any of the powers of leasing or agreeing to lease vested in or conferred on mortgagors by common law or by statute (including section 99 of the Law of Property Act 1925) or create or suffer to be created a tenancy of any description of the Charged Assets or confer or permit to be conferred upon any person any contractual licence, right or interest to occupy or use the whole or any part of the Charged Assets or accept, agree to accept or permit the acceptance of a surrender of any lease, underlease, tenancy, licence or agreement relating thereto. In granting any consent in relation to this paragraph (3), the Trustee shall be entitled, inter alia, to require that as a pre-condition to the granting of any lease an order be obtained from the Court under Section 38(4) of the Landlord and Tenant Act 1954 excluding the security of tenure provisions of that Act;

(B) Enforcement

- (a) Power of Sale: By Clause 6(A) of the Legal Charge, the Trustee may exercise the statutory power of sale conferred on mortgagees by the Law of Property Act 1925 (as varied and extended by the Legal Charge) free from the restrictions imposed by Section 103 of the Law of Property Act 1925.
- (b) Enforceability: By Clause 6(B) of the Legal Charge, the Liabilities shall be deemed to have become due within the meaning of Section 101 of the Law of Property Act 1925 immediately upon the execution of the Legal Charge. The Charges shall become enforceable upon an Event of Default occurring and the powers conferred by Section 101 and other provisions of the Law of Property Act 1925 on mortgagees as varied and extended by the Legal Charge, and the power to appoint a Receiver pursuant to Clause 7 of the Legal Charge shall be exercisable in relation to the Charges at any time after any such occurrence without the restrictions contained in the Law of Property Act 1925 as to the giving of notice or otherwise.

(C) POWER OF ATTORNEY

- (a) By Clause 12(A) of the Legal Charge, the Company by way of security irrevocably appoints the Trustee, every Receiver and every Delegate severally its attorney, on its behalf and in its name or otherwise, at such time and in such manner as the attorney may think fit:-

The Wingham Engineering Company Limited
Continuation Sheet No. -2-

- (i) to execute and do all such assurances, acts and things which the Company is obliged to do under the Security Documents;
 - (ii) generally in its name and on its behalf to exercise all or any of the rights conferred on the Trustee, any Receiver or any Delegate in relation to the Charged Assets or under the Security Documents.
 - (b) By Clause 12(B) of the Legal Charge, the Company ratifies and confirms and agreed to ratify and confirm whatever any such attorney shall do or purport to do in the exercise or purported exercise of the power of attorney in sub-clause 12(A). All monies expended by any such attorney shall be deemed to be expenses incurred by the Trustee under the Legal Charge.
- (D) CONTINUING SECURITY
- (a) By Clause 16(A) of the Legal Charge, and subject to Clause 16, the Charges shall remain in full force and effect by way of continuing security and shall not be affected in any way by any settlement of account (whether or not any Liabilities remain outstanding thereafter) or other matter or thing whatsoever.
 - (b) Sub-clause 16(B) of the Legal Charge states that, without prejudice to the generality of Clause 16, except as otherwise provided in the Legal Charge, neither the Charges nor the amounts thereby secured shall be affected in any way by:-
 - (i) any other security or guarantees held by the Trustee or any Bank or any other person in respect of the Liabilities any of them or any other liabilities (whether at the date of the Legal Charge or thereafter);
 - (ii) the release of any security or guarantees (including, except to the extent of the relevant release, the Charges);
 - (iii) any amendment to the Loan Agreement or any other Security Document or any security or guarantees (including, except to the extent of the relevant amendment, the Charges);
 - (iv) the enforcement or absence of enforcement of the Loan Agreement or any other Security Document or any security or guarantee (including the Charges);
 - (v) any time, indulgence, waiver or consent given to the Company, the Borrower or any other person whether by the Trustee or any Bank or any other person;
 - (vi) the making or absence of any demand for payment of any liabilities made on the Company, the Borrower or any other person whether by the Trustee or any Bank or any other person;
 - (vii) the winding-up or the commencement of the winding-up of the Company, the Borrower, the Trustee or any Bank or any other person;

The Wingham Engineering Company Limited
Continuation Sheet No. -3-

- (viii) the illegality, invalidity or unenforceability of or any defect in any provision of any documents relating to the Liabilities or any security or any guarantee (including the Charges or any of the rights or obligations of any of the parties under or in connection with any such document or any security or any guarantee (including the Charges)), whether on the grounds of ultra vires, not being in the interests of the Company or the Borrower, not having been duly authorised, executed or delivered by the Company or the Borrower or for any other reason whatsoever;
- (ix) any agreement, security, guarantee, payment or other transaction which is capable of being avoided under or affected by any law relating to bankruptcy, insolvency or winding-up (including Sections 238 to 245 of the Insolvency Act 1986) or any release, settlement or discharge given or made by the Trustee or any Bank on the faith of any such agreement, security, guarantee, payment or other transaction, and any such release, settlement or discharge shall be deemed to be limited accordingly.
- (c) Consolidation: Section 93 of the Law of Property Act 1925 shall not apply to the Charges.
- (d) Redemption: The Trustee shall be entitled to retain the Charges until it is satisfied that:-
- (i) no Liabilities remain outstanding; and
 - (ii) no further Liabilities are capable of arising; and
 - (iii) no agreement, security, guarantee, payment or other transaction connected with or made pursuant to any of the Security Documents remains capable of being avoided or affected by any law relating to bankruptcy, insolvency or winding up; and
 - (iv) it has received not less than 28 days prior notice in writing requesting release of the Charges.

All documents which are necessary in connection with the redemption of the Charges or the transfer of the Charged Assets back to the Company shall be in such form as the Trustee shall reasonably require.

(E) DEFINITIONS

Except to the extent that the context requires otherwise, the following words and phrases and references shall have the following meanings and bear the following constructions:-

"Banks" means Barclays de Zoete Wedd Limited and Postipankki Limited, London Branch;

"Borrower" means Ramac Holdings Limited a company registered in England under number 944933 whose registered office is currently at Hardy's Yard, London Road, Riverhead, Kent;

"Charged Assets" means, subject to Clause 7(B) of the Legal Charge, assets from time to time subject to the Charges or which the Legal Charge from time to time purports to charge or any part of those assets;

"Charges" means security created or which may at any time be created by or pursuant to the Legal Charge or any of that security and "Fixed Charge" shall be construed accordingly;

"Delegate" means a delegate or sub-delegate appointed, directly or indirectly, pursuant to Clause 9(D) of the Legal Charge;

"Fixtures" means fixtures, fittings (including trade fixtures and fittings), fixed plant, machinery and apparatus;

"Event of Default" means one of the events mentioned in Clause 13.1 of the Loan Agreement or any event or circumstance which with the giving of notice and/or lapse of any period of time and/or the fulfilment of any other requirement provided for in that clause could become one of the events mentioned in that clause;

"Loan Agreement" means a loan agreement dated 18th July, 1989 between the Borrower as borrower, the Trustee as arranger and agent and the Banks as amended, supplemented or novated from time to time;

"Receiver" means a receiver and manager or other receiver appointed in respect of the Charged Assets by the Trustee (whether appointed pursuant to the Legal Charge, pursuant to any Statute, by a court or otherwise);

references to "rights" shall be construed as including rights, authorities, discretions, remedies and powers and "right" shall be construed accordingly;

"Scheduled Property" means the property described in the Schedule and all rights, easements and liberties from time to time attached or appurtenant thereto and all buildings and Fixtures from time to time therein or thereon;

"Security Documents" means, inter alia, (as from the time any such documents shall be entered into) the Loan Agreement and the Legal Charge and any other deed or document entered into by the Borrower and/or any third party in favour of the Agent, the Arranger and/or the Banks and constituting security;

"Statutes" means the Companies Act 1985, the Insolvency Act 1986, the Law of Property Act 1925 and any other Acts of Parliament referred to or relevant in the context of the Legal Charge whether at the date of the Legal Charge or at any time thereafter.

"Trust Property" means:-

- (1) the property and rights given under and pursuant to the Legal Charge, including the covenants and undertakings for discharge of the Liabilities under, and/or security given or created by or pursuant to the Legal Charge;

The Wingham Engineering Company Limited
Continuation Sheet No. -5-

- (2) all sums received or recovered by the Trustee which are subject to the provisions of the Legal Charge;
- (3) all property, rights or money at any time transferred, paid to or vested in the Trustee as additions to the Trust Property; and
- (4) all property or money at any time representing the Trust Property or any part thereof, including all income and other sums at any time received or receivable by the Trustee in respect of the Trust Property (or any part thereof).

The Wingham Engineering Company Limited
Continuation Sheet No. -6-

THE SCHEDULE

DETAILS OF THE SCHEDULED PROPERTY

The freehold property known as Wingham Works, Goodnestone Road, Wingham in the County of Kent being (one) the land registered at H.M.. Land Registry with title absolute under Title Number K87204 and (two) the land registered at H.M.. Land Registry with title absolute under Title Number K356299 and (three) the land more particularly described in the Conveyance dated 30th May 1928 made between the Right Honourable Walter John Baron Northbourne (1) and The Wingham Engineering Company Limited (2) but excluding therefrom (a) a conveyance dated 20th September 1935 between The Wingham Engineering Company Limited (1) and South East Kent Electric Power Company Limited (2) and (b) a conveyance dated 2nd march 1971 made between The Wingham Engineering Company Limited (1) and Donald Frank Heley (2) and (c) a conveyance dated 30th August 1972 made between The Wingham Engineering Company Limited (1) and William Leonard Relf(2).

0992W

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 28th OCTOBER 1991
and created by WINGHAM ENGINEERING COMPANY LIMITED (THE)

for securing all moneys due or to become due from the Company AND/OR RAMAC
HOLDINGS LIMITED to BARCLAYS DE ZOETE WEDD LIMITED AS TRUSTEE FOR ITSELF
AND THE BANKS (AS DEFINED) under the terms of THE LOAN AGREEMENT, THIS
CHARGE OR ANY OTHER SECURITY DOCUMENT

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 5th NOVEMBER 1991

Given under my hand at the Companies Registration Office,
Cardiff the 8th NOVEMBER 1991

No. 29196

W/C

8/11

a.p.

A handwritten signature in dark ink, appearing to read 'P. Jones', with a circular official stamp partially visible behind it.

an authorised officer

C.69

M

Declaration of satisfaction
in full or in part
of mortgage or charge

403a

Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

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

* Insert full name
of company

To the Registrar of Companies

For official use

Company number

Name of company

THE WINGHAM ENGINEERING COMPANY LIMITED

I, MICHAEL GREGORY HART

of The Walled Garden, Hadlow Castle, Hadlow, Tonbridge TN1 0EG

[a director] ~~the secretary of the company~~ of the above company, do
solemnly and sincerely declare that the debt for which the charge described below was given has been
paid or satisfied in [full] [part]

Date and Description of charge: LEGAL CHARGE DATED 5TH APRIL, 1974

Date of Registrations: 10TH APRIL 1974

Name and address of [chargee] ~~the mortgagee~~ BARCLAYS BANK LIMITED,
54 LOMBARD STREET, LONDON EC3P 3AH

Short particulars of property charged: PLEASE SEE RIDER 1 ATTACHED

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

Declared at 1 St. Margaret Street
the 25th day of Oct
one thousand nine hundred and NINETY ONE
before me P. Gottschalk

Declarant to sign below

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

Peter N. Gottschalk
Solicitor
St. Margaret's Street
Canterbury, Kent

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

ASHURST MORRIS CRISP
Broadwalk House
5 Appold Street
London EC2A 2HA
CRA/JZC

For official use
Mortgage section

Post room



The Solicitors' Law Stationery Society, 24 Gray's Inn Road, London WC1X 8HR

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ANNEXURE TO STATUTORY DECLARATIONOF Michael Weyang Hart.THE WINGHAM ENGINEERING COMPANY LIMITEDFORM 403a - SHORT PARTICULARS OF PROPERTY CHARGEDRIDER 1

1. 5 acres, 3 roods and 27 perches of land at Wingham, Kent, as comprised in a Conveyance dated 30th May, 1928.

Declared at 1 H. Mount Stail Catly Net
the 25th day of Oct one thousand nine hundred and ninety one

Before me

P. Gottschalk

~~A Commissioner for Oaths or Notary Public or Justice of the Peace or~~
Solicitor having the powers conferred on a Commissioner of Oaths.

Peter N. Gottschalk
Solicitor
1 St. Margaret's Street
Canterbury, Kent
CT1 2TT

M

COMPANIES FORM No. 403a

Declaration of satisfaction in full or in part of mortgage or charge

2

403a

Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

58c

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

To the Registrar of Companies

For official use

Company number

29196 J

* Insert full name
of company

Name of company

THE WINGHAM ENGINEERING COMPANY LIMITED

I, MICHAEL GREGORY HART

of The Walled Garden, Hadlow Castle, Hadlow, Tonbridge TN1 0EG

† Delete as
appropriate

[a director] [the secretary] [the administrator] [the administrative receiver] of the above company, do
solemnly and sincerely declare that the debt for which the charge described below was given has been

‡ Insert a
description of the
instrument, or
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.

paid or satisfied in [full] [part] †

Date and Description of charge: LEGAL CHARGE DATED 14TH FEBRUARY, 1974

Date of Registrations: 19TH FEBRUARY 1974

Name and address of [chargee] [trustee for the debenture holders] BARCLAYS BANK LIMITED
54 LOMBARD STREET, LONDON EC3P 3AH

§ The date of
registration may
be confirmed
from the
certificate

Short particulars of property charged: PLEASE SEE RIDER 1, ATTACHED

¶ Insert brief
details of
property

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

Declared at 1st. Margate

Declarant to sign below

Caterly
Hartthe 20th day of October

one thousand nine hundred and NINETY ONE

before me P. Gottschalk

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

Peter N. Gottschalk
Solicitor
1 St. Margaret's Street
Canterbury, Kent

CP1 2TT

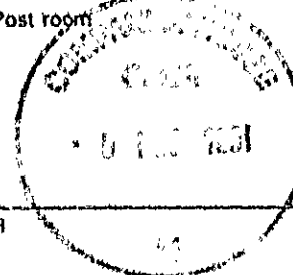
Presenter's name, address and
reference (if any):

ASHURST MORRIS CRISP
Broadwalk House
5 Appold Street
London EC2A 2HA
CRA/JZC

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Post room



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Companies M403a

ANNEXURE TO STATUTORY DECLARATIONOF Michael Wymington Hart.THE WINGHAM ENGINEERING COMPANY LIMITEDFORM 403a - SHORT PARTICULARS OF PROPERTY CHARGEDRIDER 1

1. Part of a disused railway line on the east side of Goodnestone Road, Wingham, Kent - Title Number K87204.

Declared at 1st Mount Road, Canterbury Kentthe 25th day of October one thousand nine hundred and ninety one

Before me

P. Gottschalk
~~A Commissioner for Oaths or Notary Public or Justice of the Peace or~~
Solicitor having the powers conferred on a Commissioner of Oaths.

Peter N. Gottschalk
Solicitor
1 St. Margaret's Street
Canterbury, Kent
CT1 2TT

M

COMPANIES FORM No. 403a

**Declaration of satisfaction
in full or in part
of mortgage or charge**

403a

Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

86c

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

* Insert full name
of company

To the Registrar of Companies

For official use

Company number

29196 J

Name of company

THE WINGHAM ENGINEERING COMPANY LIMITED

MICHAEL GREGORY HART

I, The Walled Garden, Hadlow Castle, Hadlow, Tonbridge TN1 0EG

of [a director] of the above company, do

solemnly and sincerely declare that the debt for which the charge described below was given has been

paid or satisfied in [full] [part]

Date and Description of charge DEBENTURE DATED 20TH SEPTEMBER, 1961

Date of Registrations 5TH OCTOBER, 1961

Name and address of [chargee] LLOYDS BANK LIMITED
71 LOMBARD STREET, LONDON EC3

Short particulars of property charged PLEASE SEE RIDER 1 ATTACHED

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 1 St. Margaret Street

the 25th day of October

one thousand nine hundred and NINETY ONE

before me

Peter N. Gottschalk
A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Declarant to sign below

Peter N. Gottschalk
Solicitor
St. Margaret's Street
Canterbury, Kent
CT1 2TT

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

ASHURST MORRIS CRISP
Broadwalk House
5 Appold Street
London EC2A 2HA
CRA/JZC

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over

The Solicitors' Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 8HN

Companies M403a

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ANNEXURE TO STATUTORY DECLARATIONOF Michael Gregory HartTHE WINGHAM ENGINEERING COMPANY LIMITEDFORM 403a - SHORT PARTICULARS OF PROPERTY CHARGEDRIDER 1

1. The properties mentioned in the Schedule to the Debenture dated 20th September, 1961 and all fixtures (including trade fixtures) fixed plant and machinery from time to time thereon.
2. All other (if any) freehold and leasehold property of the Company both present and future and all fixtures (including trade fixtures), fixed plant and machinery from time to time thereon.
3. Goodwill and uncalled capital of the Company both present and future.
4. The undertaking and all other property and assets of the Company both present and future.

Declared at 1 St. Margaret's Road Canterbury Kentthe 25th day of October one thousand nine hundred and ninety one

Before me

P. Gottschalk

~~A Commissioner for Oaths or Notary Public or Justice of the Peace or~~
Solicitor having the powers conferred on a Commissioner of Oaths.

Peter N. Gottschalk
Solicitor
1 St. Margaret's Street
Canterbury, Kent
CT1 2TT

11/8006

M

COMPANIES FORM No. 395
Particulars of a charge

395

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

M338C

For official use Company number

[B] [] [] []

29196 J

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

Name of company

THE WINGHAM ENGINEERING COMPANY

Limited

Date of creation of the charge

21ST JULY 1992

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

LEGAL CHARGE

Amount secured by the mortgage or charge

All monies now due or hereafter to become due or from time to time accruing due from the Company to the Bank upon any account and in any manner whatsoever.

Short particulars of all the property mortgaged or charged

STONAR LAKE, RAMSGATE ROAD, SANDWICH, KENT.

TITLE NUMBER K 417599

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

BARCLAYS DE ZOETE WEDD LIMITED, EBBGATE HOUSE, 2 SWAN LANE, LONDON EC4R 3TS.

Presenter's name, address and
reference (if any): 20 -

COMPANY AND CREDIT
INFORMATION SERVICES
BARCLAYS BANK PLC
P.O. BOX NO. 120, LONGWOOD CLOSE
WESTWOOD BUSINESS PARK
COVENTRY CV4 8JN

For official use
Mortgage section

REGISTERED

- 5 AUG 1992

Post room



Time critical reference

Particulars as to commission, allowance or discount

FOR BARCLAYS BANK PLC AS AGENTS TO THE MORTGAGEES

Signed

Date

31 JUL 1992

Designation of position in relation to the company: **MANAGER**
COMPANY AND CREDIT INFORMATION SERVICES

Please do not
write in this
margin



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

I hereby certify that a mortgage or charge dated the 21st JULY 1992
and created by WINGHAM ENGINEERING COMPANY LIMITED (THE)

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to BARCLAYS DE ZOETE WEDD LIMITED

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 5th AUGUST 1992

Given under my hand at the Companies Registration Office,

Cardiff the 14th AUGUST 1992

No. 29196

K F Thomas
K F THOMAS
an authorised officer

C.69a

*Dec
LH
196/6*



Please do not
write in
this margin

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Please complete
fully, preferably
in block type, or
bold block lettering

* insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

29196

29196

Name of company

* THE WINGHAM ENGINEERING COMPANY LIMITED (the "Company")

Date of creation of the charge

13th September 1994

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

Legal Charge by the Company in favour of Barclays de Zoete Wedd Limited ("BZW") (the "Legal Charge")

Amount secured by the mortgage or charge

All indebtedness and other liabilities of any nature of the Company and/or the Borrower to BZW and/or any Receiver under or in connection with the Loan Agreement dated 17th July, 1992 and made between the Company and BZW and/or the Legal Charge and/or any other Security Documents (whether now existing or arising hereafter) including joint and joint and several indebtedness and liabilities of the Company and/or the Borrower and any other person, indebtedness and liabilities as guarantor, indemnifier or surety (whether before or after any default by the primary obligor) and contingent indebtedness and liabilities.

For the purpose of the above:-

"Borrower" means Ramac Holdings Limited a company registered in England under number 944933.

"Receiver" shall mean a receiver and manager or other receiver appointed by BZW in respect of the assets subject to the security created by or pursuant to this Legal Charge.

"Security Documents" shall mean the Loan Agreement, the Legal Charge and any other deed or document entered into by the Company and/or any third party and constituting security.

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

BARCLAYS DE ZOETE WEDD LIMITED, of Ebbgate House, 2 Swan Lane, London

Postcode

EC4R 3TS

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

Ashurst Morris Crisp
Broadwalk House
5 Appold Street
LONDON EC2A 2HA

IMG/050B01250/19514

Time critical reference

For official use
Mortgage Section

Post room

15 SEP 1994

COMPANIES HOUSE
15 SEP 1994
87

29166

Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block
lettering

The freehold property known as Wingham Works, Goodnestone Road, Wingham in the County of Kent being (one) the land registered at H.M. Land Registry with title absolute under Title Number K87204 and (two) the land registered at H.M. Land Registry with title absolute under Title Number K356299 and (three) the land more particularly described in the Conveyance dated 30th May 1928 made between the Right Honourable Walter John Baron Northbourne (1) and The Wingham Engineering Company Limited (2) but excluding therefrom (a) a conveyance dated 20th September 1935 between The Wingham Engineering Company Limited (1) and South East Kent Electric Power Company Limited (2) and (b) a conveyance dated 2nd March 1971 made between The Wingham Engineering Company Limited (1) and Donald Frank Heley (2) and (c) a conveyance dated 30th August 1972 made between The Wingham Engineering Company Limited (1) and William Leonard Relf (2).

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Adrian Morris Crisp

Date

*13th September 1994*On behalf of ~~company~~ ~~mortgagee~~ ~~chargee~~†† delete as
appropriate

- 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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00029196

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 13th SEPTEMBER 1994 AND CREATED BY WINGHAM ENGINEERING COMPANY LIMITED(THE) FOR SECURING ALL MONIES AND LIABILITIES DUE FROM THE COMPANY AND/OR RAMAC HOLDINGS LIMITED TO BARCLAYS DE ZOTTE WEDD LIMITED UNDER A LOAN AGREEMENT DATED 17th JULY 1992 AND/OR THE LEGAL CHARGE AND/OR ANY OTHER SECURITY DOCUMENTS (AS DEFINED) ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 15th SEPTEMBER 1994.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19th SEPTEMBER 1994 .

M. SAHA

for the Registrar of Companies



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

L.C.
19/9/9

HC026B