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COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

Name of company

METNOR GROUP PLC

Date of creation of the charge

26-7-1999

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

DEED OF ASSIGNMENT DATED 26 JULY 1999 TO  
AN OMNIBUS GUARANTEE AND SET OFF AGREEMENT DATED 18 JANUARY  
1999

Amount secured by the mortgage or charge

ALL MONEYS AND LIABILITIES THEN DUE OR WHICH  
MIGHT THEREAFTER BECOME DUE TO LLOYDS BANK PLC  
(THE "BANK") FROM EITHER THE COMPANY OR ANY ONE OR  
MORE OF THE OTHER PARTIES TO THE AGREEMENT (OTHER  
THAN THE BANK) BEING AT THE DATE HEREOF THE  
FOLLOWING COMPANIES:  
METNOR GROUP PLC  
METNOR GALVANIZING LIMITED  
MOORTIME LIMITED  
NORSTEAD LIMITED  
METNOR (GREAT YARMOUTH) LIMITED

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

LLOYDS TSB BANK PLC, 71 LOMBARD STREET,  
LONDON

Postcode EC3P 3BS

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

LLOYDS TSB BANK PLC

REGIONAL SECURITIES CENTRE

P.O. BOX 5

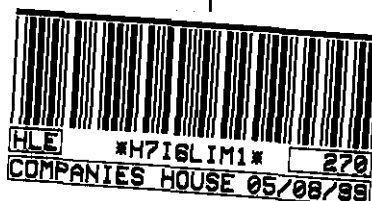
31/32 PARK ROW

LEEDS LS1 5JT

DX 703080, LEEDS 7

For official Use  
Mortgage Section

Post room



Cat. No. CO 395

Croydon:  
SHAW & SONS  
Caxton House  
Croydon CR0 4TT

LLX 1163

Time critical reference

Short particulars of all the property mortgaged or charged

Please do not  
write in  
this margin

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

ANY SUM OR SUMS FOR THE TIME BEING STANDING TO THE CREDIT OF ANY PRESENT OR FUTURE ACCOUNT OF THE COMPANY WITH THE BANK

NOTE: BY CLAUSE 13(e) OF THE AGREEMENT, THE COMPANY AGREED THAT IT WOULD NOT (WITHOUT THE PRIOR WRITTEN CONSENT OF THE BANK) ASSIGN MORTGAGE, CHARGE OR OTHERWISE CONFER UPON ANY THIRD PARTY ANY RIGHT, TITLE OR INTEREST IN OR TO ALL OR ANY OF THE ACCOUNTS FOR THE TIME BEING OF THE COMPANY WITH THE BANK OR ANY SUM OR SUMS STANDING TO THE CREDIT OF ANY ONE OR MORE OF SUCH ACCOUNTS, OR AGREE TO DO ANY SUCH THING, OR ALLOW ANY SUCH THIRD PARTY RIGHT, TITLE OR INTEREST TO SUBSIST (EXCEPT IN EACH CASE IN FAVOUR OF, OR UPON, THE BANK).

Particulars as to commission allowance or discount (note 3)

NIL

Signed



Date

- 4 AUG 1999

On behalf of ~~(company)~~ (mortgagee/chargee)†

† 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.

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03596379

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF ADMISSION TO AN OMNIBUS GUARANTEE AND SET OFF AGREEMENT DATED 180199 DATED THE 26th JULY 1999 AND CREATED BY METNOR GROUP PLC FOR SECURING ALL MONIES AND LIABILITIES THEN DUE OR WHICH MIGHT THERAFTER BECOME DUE TO LLOYDS TSB BANK PLC FROM EITHER THE COMPANY OR ANY ONE OR MORE OF THE OTHER PARTIES (AS DEFINED) TO THE AGREEMENT WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 5th AUGUST 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10th AUGUST 1999.

*Handwritten initials: Df / JEC*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



C O M P A N I E S   H O U S E