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COMPANIES FORM No. 395

CO400054

395

Particulars of a mortgage or charge

CHWP000

Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block letteringA fee of £10 is payable to Companies House in respect of
each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

ACCOUNT

5

MAY 2006

RECEIVED

For official use

Company number

		9
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359 6379

Name of company

* insert full name
of Company

* METNOR GROUP PLC

Date of creation of the charge

15-5-2006

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

A Deed of Admission to an Omnibus Guarantee and Set-Off Agreement (OGSA) dated 15-5-2006 (the "Agreement")

Amount secured by the mortgage or charge

All moneys and liabilities then due or which might thereafter become due to Lloyds TSB 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
MOOKTIME LIMITED
NORSTEAD LIMITED
METNOR (GREAT YARMOUTH) LIMITED
METNOR INFRASTRUCTURE SERVICES LIMITED
NORSTEAD (SOUTH EAST) LIMITED
SHAREWAVE LIMITED
METNOR CONSTRUCTION LIMITED
CELL AUDIT LIMITED
COMMS SOLUTIONS (UK) LIMITED
METNOR PROPERTY GROUP LIMITED

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

LLOYDS TSB BANK PLC

25 GRESHAM STREET, LONDON

Postcode EC2V 7HN

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

LLOYDS TSB BANK plc
CORPORATE CUSTOMER SERVICE
DX 703080, LEEDS 7

Time critical reference

For official Use
Mortgage Section

Post room

A18
COMPANIES HOUSE623
20/05/2006

Short particulars of all the property mortgaged or charged

Any sum or sums for the time being standing to the credit of any one or more of any present or future accounts of the Companies or any of them with the Bank

Please do not
write in
this margin

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).

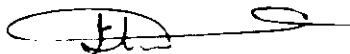
Please complete
legibly, preferably
in black type, or
bold block lettering

Particulars as to commission allowance or discount (note 3)

Nil

A fee of £10 is
payable to
Companies House
in respect of each
register entry for a
mortgage or
charge.
(See Note 5)

Signed



Date

19 MAY 2006

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.
- 5 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01229116

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF ADMISSION TO AN OMNIBUS GUARANTEE AND SET-OFF AGREEMENT DATED 15-05-2006 DATED THE 15th MAY 2006 AND CREATED BY METNOR GALVANIZING LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND/OR ALL OR ANY OF THE OTHER COMPANIES NAMED THEREIN TO LLOYDS TSB BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 20th MAY 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24th MAY 2006.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

Dr Paul