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COMPANIES FORM No. 395

004000460

395

Particulars of a mortgage or charge

CHWP000

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

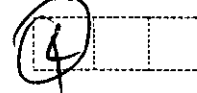
A fee of £10 is payable to Companies House in respect of
each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



2264869

Name of company

* ADVANCED COMPOSITES GROUP LIMITED

Date of creation of the charge

16/7/2004

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 dated.....27/10/1997.....(the "Agreement")

Amount secured by the mortgage or charge

All monies 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:

(List of companies party to
the Agreement)

See Attached

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

Lloyds TSB Bank plc
25 Gresham Street
London

30-00-02

Postcode EC2V 7HN

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

Lloyds TSB Bank plc
City Office
P.O. Box 72, Bailey Drive
Gillingham Business Park
Kent ME8 0LS

Time critical reference

For official Use
Mortgage Section

Post room

A08
COMPANIES HOUSE0491
22/07/04

Any sum or sums for the time being standing to the credit of any present or future account of the Company 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

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:-

THE SCHEDULE

PART I - The Existing Companies

UMECO Plc	148635	Concorde House, Warwick New Road, Leamington Spa, Warwickshire CV32 5JG
Pattonair Limited (formerly Pattonair International Limited) (Incorrectly included in the Omnibus Guarantee and Set-Off Agreement dated 27th October 1997 as Pattonair International Plc)	974964	Concorde House, Warwick New Road, Leamington Spa, Warwickshire CV32 5JG
B&K Resins Limited	1020467	Concorde House, Warwick New Road, Leamington Spa, Warwickshire CV32 5JG
Umeco November Limited (formerly Fluid Transfer Limited)	923608	Concorde House, Warwick New Road, Leamington Spa, Warwickshire CV32 5JG
Wellmar Limited	2583403	Concorde House, Warwick New Road, Leamington Spa, Warwickshire CV32 5JG
GRP Material Supplies Limited	1121145	Concorde House, Warwick New Road, Leamington Spa, Warwickshire CV32 5JG
Med-Lab Limited	540182	Concorde House, Warwick New Road, Leamington Spa, Warwickshire CV32 5JG
Aerovac Systems Limited (formerly Aerovac Systems (Keighley) Limited)	1472714	Concorde House, 24 Warwick New Road, Leamington Spa, Warwickshire CV32 5JG
AEM Limited	620201	Concorde House, 24 Warwick New Road, Leamington Spa, Warwickshire CV32 5JG

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Compstock Electronics Limited	1208652	Concorde House, 24 Warwick New Road, Leamington Spa, Warwickshire CV32 5JG
R.D. Taylor & Company Limited	SCO50238	240 Edmiston Drive, Glasgow G51 2YT
Aeropia Limited (formerly Aerocontracts Chemicals Limited)	3601549	Concorde House, 24 Warwick New Road, Leamington Spa, Warwickshire CV32 5JG
Launchfirm Limited	2567091	Concorde House, 24 Warwick New Road, Leamington Spa, Warwickshire CV32 5JG
Ulogistics Limited (formerly Pattonair Logistics Limited)	3872238	Concorde House, Warwick New Road, Leamington Spa, Warwickshire CV32 5JG

PART II - The Further Companies

<u>Name</u>	<u>Company Number</u>	<u>Registered Office</u>
Advanced Composites Group Holdings Limited	3261275	Composites House, Sinclair Close Heanor Gate, Heanor, Derbyshire DE75 7SP
Advanced Composites Group Limited	2264869	Composites House, Sinclair Close Heanor Gate, Heanor, Derbyshire DE75 7SP

PART III - Companies not in the original

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02264869

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF ADMISSION TO AN OMNIBUS GUARANTEE AND SET-OFF AGREEMENT DATED 27/10/1997 DATED THE 16th JULY 2004 AND CREATED BY ADVANCED COMPOSITES GROUP 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 UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 22nd JULY 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 26th JULY 2004.

P. Angela



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —