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Particulars of a mortgage or charge

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write in
this margin

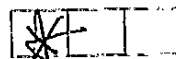
Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number



2387627

Name of company

* D & I PIPEWORK SERVICES LTD LIMITED

* insert full name
of company

Date of creation of the charge

17th May 1991

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

Mortgage Debenture

Amount secured by the charge

All moneys and liabilities for the time being due owing or incurred to the Bank by the Company in whatever manner and upon whatever account

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

TSB Bank plc,	
60 Lombard Street,	
London	Postcode EC3V 9EA

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

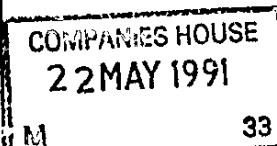
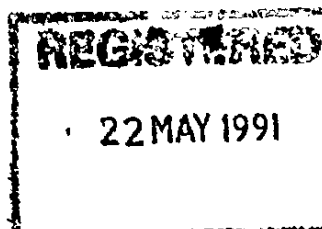
Douglas King Wayne,
27 Temple Street,
Birmingham B2 5DD.

BHP Mc 11070

Time critical reference

For official Use
Mortgage Section

Post room



Short particulars of all the property charged

(1) by way of legal mortgage all the freehold and leasehold property of the Company the title to which has been registered at H.M. Land Registry.

(2) by way of legal mortgage all other freehold and leasehold property of the Company now vested in it whether or not registered at H.M. Land Registry.

(3) by way of specific equitable charge all future freehold and leasehold property belonging to the Company during the continuance of the Mortgage Debenture.

(4) by way of specific charge all stocks, shares and/or other securities now and at any time during the continuance of the Mortgage Debenture belonging to the Company in any of its subsidiary companies.

(5) by way of specific charge all book and other debts now and from time to time due or owing to the Company so that all moneys which it may receive in respect thereof are to be paid into the Company's account with the Bank.

(6) by way of specific charge all the Company's fixed plant and machinery.

(7) by way of floating charge its undertaking and all its assets and rights (other than those charged under paragraphs (1) - (6) of this Clause) whatsoever and wheresoever present and future.

(8) by way of assignment its goodwill subject to redemption on discharge of the liabilities.

but so that the Company shall not except with the prior written consent of the Bank (a) create or permit to subsist any mortgage charge lien pledge or other security over the assets or any of them ranking in priority to or *pari passu* with the charge hereby created or (b) dispose of any of the assets (except in the ordinary course of the Company's business) or (c) sell factor discount assign or deal with its book or other debts (i) with any person other than the debtor (ii) with the debtor except for the purposes of realising the debt.

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed

M. E. G. J. M.

Date

28/5/91

On behalf of company/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

I hereby certify that a mortgage or charge dated the 17th MAY 1991
and created by D & I PIPEWORK SERVICES LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to TSB BANK plc

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 22nd MAY 1991

Given under my hand at the Companies Registration Office,
Cardiff the 29th MAY 1991

No. 2387627

an authorised officer

C.69a

Post .

29.5.91

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