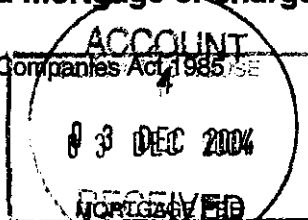


**395**

CHWP000

Particulars of a mortgage or charge**A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.**Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block lettering* insert full name
of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



2785067

Name of company

* BENJAMIN PRIEST GROUP LIMITED

Date of creation of the charge

26/11/2004

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

An Omnibus Guarantee and Set-Off Agreement dated.....26/11/2004.....(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

Presenter's name address and
reference (if any):Lloyds TSB Bank plc
City Office
P.O. Box 72, Bailey Drive
Gillingham Business Park
Kent ME8 0LSFor official Use
Mortgage Section

Post room

A02
COMPANIES HOUSE0388
03/12/04

Time critical reference

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 (including any accounts held in the Bank's name with any designation which includes the name(s) of the Companies or any of them) whether such accounts be denominated in sterling or in a currency or currencies other than sterling.

Please do not write in this margin

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

NOTE: By Clause 14.7 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

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 2/2/04

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:-

Schedule 1Part 1 - The Attorney

Name	Company Number	Registered Office
The Alumasc Group Plc	1767387	Station Road, Burton Latimer, Kettering, Northampton, NN15 5JP.

Part II - The Other Companies

Name	Company Number	Registered Office
Benjamin Priest Group Limited	2785067	Station Road, Burton Latimer, Kettering, Northampton, NN15 5JP.
Benjamin Priest Limited	489758	Station Road, Burton Latimer, Kettering, Northampton, NN15 5JP.
Alumasc Precision Limited	3800292	Station Road, Burton Latimer, Kettering, Northampton, NN15 5JP.
Alumasc Interior Building Products Limited	3758186	Station Road, Burton Latimer, Kettering, Northampton, NN15 5JP.
Alumasc Exterior Building Products Limited	2992960	Station Road, Burton Latimer, Kettering, Northampton, NN15 5JP.
Alumasc Limited	395193	Station Road, Burton Latimer, Kettering, Northampton, NN15 5JP.
Elkington Gatic Limited	2534229	Station Road, Burton Latimer, Kettering, Northampton, NN15 5JP.
Timloc Building Products Limited	930724	Clifton House, 83/89 Uxbridge Road, Ealing, London, W5 5TA.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02785067

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN OMNIBUS GUARANTEE AND SET-OFF AGREEMENT DATED THE 26th NOVEMBER 2004 AND CREATED BY BENJAMIN PRIEST 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 3rd DECEMBER 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th DECEMBER 2004.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

A handwritten signature in dark ink, appearing to be 'JP'.