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COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £13 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



02880501

Name of company

* Environmental Services Group Limited (the "Company")

Date of creation of the charge

28 April 2006

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

(SCOTTISH) STANDARD SECURITY DATED 28 APRIL 2006 CREATED BY ENVIRONMENTAL SERVICES GROUP LIMITED IN FAVOUR OF HSBC BANK PLC.

Amount secured by the mortgage or charge

PLEASE SEE ATTACHED SCHEDULE 1.

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

HSBC BANK PLC, 8 CANADA SQUARE, LONDON

Postcode E14 5HQ

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

John Coghlan
Pinsent Masons
Dashwood House
69 Old Broad Street
London EC2M 1NR

Doc No: JC02/20690284

Time critical reference

For official Use (06/2005)
Mortgage Section

Post room



PLEASE SEE ATTACHED SCHEDULE 2.

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

Robert Jones

Date

10/5/06

On behalf of ~~XXXXXX~~ [mortgagee/chargee] †

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

*† 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

Schedule 1

Amount secured by the mortgage or charge.

1. All sums of principal, interest and charges now due and that may become due to the Bank by the Borrower whether solely or jointly with any other person or persons, corporation, firm or other body whether as principal or surety.

Schedule 2

Short Particulars of property mortgaged or charged.

1. All and whole of the property situated at 3 Clarke Way, Motherwell, Food Park, Bellshill registered in the Land Register of Scotland under Title Number LAN 26703 together with the whole rights common mutual and sole effeiring thereto, the whole parts privileges and pertinents thereof and the Borrower's whole right, title and interest therein and thereto.

Sale, Transfer and Other Acts Affecting the Property.

1. The Borrower shall not without the Bank's prior written consent:
 - (a) grant any conveyance, transfer or assignation of the Property or any part of it;
 - (b) grant any other security or charge over the Property or any part of it;
 - (c) grant any servitude, wayleave or real condition or other rights over the Property or any part of it;
 - (d) waive, release or vary the obligations of any other person in relation to the Property;
 - (e) enter into any agreement under Section 19 of the Land Registration (Scotland) Act 1979 or Section 75 of the Town and Country Planning (Scotland) Act 1997 in relation to the Property or any part of it;
 - (f) detach or allow to be detached any fixture or fitting from the property except for the purpose of effecting necessary repairs or replacing it with another of at least equal value; and
 - (g) apply for an improvement grant or any other grant in respect of the Property or any part of it.

"Bank" means HSBC Bank plc.

"Borrower" means the "Company".

"Property" means 3 Clark Way, Motherwell Food Park, Bellshill and registered in the Land Register of Scotland under Title Number LAN 26703.

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COMPANIES FORM No. 398

398

Notice of registration in Scotland or Northern Ireland of a charge comprising property situate there

CHFP025

Please do not
write in
this margin

Pursuant to section 398(4) of the Companies Act 1985

To the Registrar of Companies
(Address overleaf)

Company number

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

02880501

Name of company

* Environmental Services Group Limited

* insert full name
of company

I *Liam Toney*

of Pinsent Masons
Dashwood House
69 Old Broad Street
London EC2M 1NR

§ give date and
parties to charge

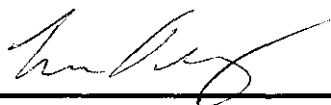
certify that the charges *Scottish Standard Security* created on 28 April 2006 by
Environmental Services Group Limited in favour of HSBC Bank plc.

of which a true copy is annexed to this form was presented for registration on 5 May 2006

† delete as
appropriate

in [Scotland] ~~[Northern Ireland]~~

Signed



Date *10/5/06*

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

John Coghlan
Pinsent Masons
Dashwood House
69 Old Broad Street
London EC2M 1NR
Doc No: JC02/20690170

For official Use
Mortgage Section

Post room

Notes

The address for the Registrar of Companies is:-

Companies House
Crown Way
Cardiff
CF14 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02880501

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A STANDARD SECURITY PRESENTED FOR REGISTRATION IN SCOTLAND ON 5 MAY 2006 AND DATED THE 28th APRIL 2006 AND CREATED BY ENVIRONMENTAL SERVICES GROUP LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO HSBC BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 12th MAY 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15th MAY 2006.

P.A.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —