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COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

395

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

To the Registrar of Companies

For official use

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Company number

3466922

Name of company

METALCLEAR LIMITED

Date of creation of the charge

3 FEBRUARY 1998

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

Debenture

Amount secured by the mortgage or charge

The Company's present or future indebtedness on any current or other account whether solely or jointly with any other person or persons (notwithstanding that there may be from time to time a credit balance on any such account) and all the Company's other liabilities including (without limitation) indebtedness on the account of money advanced, bills of exchange, promissory notes, obligations with respect to letters of credits, guarantees and indemnity, whether present, future, actual or contingent and whether or not matured or accrued due and whether incurred solely, severally or jointly with any other person and whether in sterling or in any other currency, together with interest, commission, bank charges and any other costs, charges and legal expenses (on a full indemnity basis) charged or incurred by the Chargee and including those arising from perfecting, enforcing or attempting to enforce this Debenture or any other security (and its rights thereunder) held by the Chargee from time to time

Names and addresses of the persons entitled to the charge

EAGLE STAR LIFE ASSURANCE COMPANY LIMITED

of 60 ST MARY AXE, LONDON

Postcode

EC3A 8JQ

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

Lewis Thomas
Eagle Star Centre
Montpellier Drive
Cheltenham
Gloucestershire GL53 7LQ
Ref: MC020299902

Time critical reference

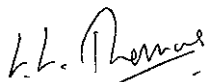
For official Use
Mortgage Section

By way of floating charge all the Company's undertaking and other property, assets and rights of whatever nature wherever they may be present or future including (without limitation) its property, assets and rights at or used in connection with any business carried on by the Company

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

Particulars as to commission allowance or discount (note 3)

Signed



Date 09/02/98

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 despatched 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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03466922

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 3rd FEBRUARY 1998 AND CREATED BY METALCLEAR LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO EAGLE STAR LIFE ASSURANCE COMPANY LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 10th FEBRUARY 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12th FEBRUARY 1998.

A handwritten signature in cursive script, appearing to read 'D Phillips'.

D. PHILLIPS

for the Registrar of Companies



C O M P A N I E S H O U S E

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AM
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