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COMPANIES FORM No. 395

£10
(00400101)

Particulars of a mortgage or charge



395

CHFP000

Pursuant to section 395 of the Companies Act 1985

Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

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4042760

Name of company

* Insert full name
of Company

* ALLSTOCK STEELS LIMITED

Date of creation of the charge

18th DECEMBER 2001

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

Fixed Charge on purchase debts which fail to vest and other debts and Floating Charge on banked proceeds of other debts.

Amount secured by the mortgage or charge

The Company will:

1. On demand fully discharge by payment to the Royal Bank of Scotland Commercial Services Limited ("the Security Holder") without any deduction or set off all or any monetary liabilities included in the Obligations (being all monetary and other liabilities and obligations now or at any time owed or incurred by the Company to or in favour of the Security Holder, present or future, actual or contingent, liquidated or unliquidated, whether arising in or by contract, tort, restitution, assignment or breach of statutory duty by breach of statutory duty and whether arising under the Agreement (being the Invoice Discounting Agreement made between the Company and the Security Holder for the purchase of Debts and their Related Rights) or otherwise); and
2. Duly perform all the Obligations other than monetary liabilities.

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

The Royal Bank of Scotland Commercial Services Limited whose registered office is situate at Smith House, Elmwood Avenue, Feltham, Middlesex

Postcode: TW13 7QD

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

The Royal Bank of Scotland
Commercial Services Limited
Alexandra House
Lawnswood Park
Redvers Close

For official Use
Mortgage SectionBIR
COMPANIES HOUSE0267
19/12/01

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As security for the payment of the Secured Monies, the Company with full title guarantee now gives the following mortgages and charges in favour of the Security Holder, namely:

- 2.1.1 a fixed charge by way of legal mortgage on all freehold and leasehold property owned by the Company, including but not limited to land of which the Company is registered as proprietor at HM Land Registry (details of which (if any) are set out in the third Schedule to this deed);
- 2.1.2 a fixed charge on all of the following assets, whether now or in future belonging to the Company:-
- (i) the freehold and leasehold properties of the Company not effectively mortgaged under clause 2.1.1 including such as may hereafter be acquired;
 - (ii) all fixtures and fittings (including trade fixtures and fittings) and fixed plant and machinery in, on or attached to the property subject to the legal mortgage under clause 2.1.1 and all spare parts, replacements, modifications and additions for or to the same;
 - (iii) any other freehold and leasehold property which the Company shall own, together with all fixtures and fittings (including trade fixtures and fittings) and fixed plant and machinery in, on or attached to such property and all spare parts, replacements, modifications and additions for or to the same;
 - (iv) all plant and machinery and other equipment listed in the Fifth Schedule and all spare parts, replacements, modifications and additions for or to the same;
 - (v) all fixed plant and machinery, including all spare parts, replacements, modifications and additions for or to the same, not listed in the Fifth Schedule;
 - (vi) all goodwill, unpaid and/or uncalled capital of the Company;
 - (vii) all the Company's Intellectual Property;
 - (viii) all the Company's Securities;
 - (ix) all loan capital, indebtedness or liabilities on any account or in any manner owing to the Company from any Subsidiary of the Company or a member of the Company's Group;
 - (x) all amounts realised by an administrator or liquidator of the Company, upon enforcement or execution of any order of the Court under Part IV of the Insolvency Act 1986.

2.1.3 a fixed charge on all or any of the following assets, whether now in existence or coming into existence in future:-

- (i) all documents of title to any item of property which at any time and for any purpose has been or may be deposited with the Security Holder;
- (ii) the assets mentioned in the title documents referred to in the immediately preceding sub-paragraph;
- (iii) all monies in the bank account specified in clauses 3.1.6 (i) and 3.1.7 and Remittances in respect of which instructions to the Company's bankers have been given under clause 3.1.6 (iii);
- (iv) all Remittances in respect of the Company's Other Debts and Non-Vesting Debts which in accordance with clause 3.1.6 (ii) shall be received by the person or at the address or post office box specified in that sub-clause;
- (v) all other Remittances in respect of Other Debts and Non-Vesting Debts received by the Company pending their being dealt with in accordance with the terms of this deed or any instructions given in accordance with it;
- (vi) any account in the name of the Company under the control of or operated in accordance with the directions of the Security Holder.

2.1.4 a fixed charge on the Company's Other Debts and Non-Vesting Debts, present and future.

2.1.5 a floating charge on such of the moneys present and future which the Company may receive in respect of the company's Other Debts and Non-Vesting Debts and which, until any direction from the Security Holder to the contrary, shall be paid into the bank account of the Company referred to in clause 3.1.8 and which upon such payment will be released from the fixed charge thereon.

2.1.6 a floating charge on the remainder of the undertaking, property rights and assets of the Company whatsoever and wheresoever, both present and future, not subject to the above charges.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04042760

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FIXED CHARGE ON PURCHASED DEBTS WHICH FAIL TO VEST AND OTHER DEBTS AND FLOATING CHARGE ON BANKED PROCEEDS OF OTHER DEBTS DATED THE 18th DECEMBER 2001 AND CREATED BY ALLSTOCK STEELS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE ROYAL BANK OF SCOTLAND COMMERCIAL SERVICES LIMITED ON ANY ACCOUNT WHATSOEVER UNDER THE FINANCING AGREEMENT (AS DEFINED) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 19th DECEMBER 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21st DECEMBER 2001.

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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —