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Please do not
write in
this margin

Companies Form No.395

Particulars of a mortgage or chargeA fee of £10 is payable to Companies House in respect of
each register entry for a mortgage or charge.

ACCOUNT

2 NOV 2002

RECEIVED

39

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

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

Name of company

004000 25

4090667

*insert full name
of company

Angel Group plc (formerly Angel Holdings (uk) ltd)

(the "Company")

Date of creation of the charge

29 October 2002

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

A Deed of Admission to an Omnibus Guarantee + Set Off Agreement
dated 16 October 2001

Amount secured by the mortgage or charge

All moneys 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:

Angel Group plc (formerly Angel Holdings (uk) ltd)	4090667
Angel Heights (Worcester) Ltd	3537423
Angel Heights Developments Ltd	3367736
Angel Group Ltd	3838267
Angel Wakefield Ltd	4154326
Angel Sheffield Ltd	4218241
Angel Services (uk) Ltd	4005511
Bromvale Ltd	424351
Dalreoch Ltd	4389123
Fieldmere Ltd	4243849
Inteloque Ltd	4384361
Thornthorpe Ltd	4243820
Wardbrook Ltd	4389128
WYTHORPE SECURITIES LIMITED	4568412

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

Lloyds TSB Bank plc

Lloyds TSB Bank plc Department No. 9808 Horley Securities
P.O. Box 104, 13, High Street, Horley, Surrey, RH6 7YA

(the "Bank")

Postcode

Presentor's name address and
reference (if any): CMBLHFor official Use
Mortgage Section

Post room

A25
COMPANIES HOUSE0527
12/11/02

WYTHORPE SECURITIES LIMITED
LLOYDS TSB BANK PLC
DX 96750
HORLEY

Time critical reference

Short particulars of all the property mortgaged or charged

Please do not
write in this
binding margin

Any sum or sums for the time being standing to the credit of any present or future account of the Company with the Bank.

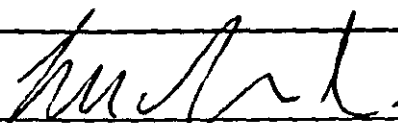
NOTE: By Clause 13(e) of the Agreement, the Company agreed that it would not (without the prior written consent of the Bank) assign, mortgage, charge or otherwise confer upon any third party any right, title or interest in or to all or any of the accounts for the time being of the Company with the Bank 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).

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

Particulars as to commission, allowance or discount (note 3)

NIL

Signed



Date

11/11/02

On behalf of ~~(company)~~ [mortgagee/chargee]†

A fee of £10 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.

A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.

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.

If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.

Cheques and Postal Orders are to be made payable to Companies House.

The address of 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. 04090667

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF ADMISSION TO AN OMNIBUS GUARANTEE AND SET OFF AGREEMENT DATED 16 OCTOBER 2001 DATED THE 29th OCTOBER 2002 AND CREATED BY ANGEL GROUP PLC 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 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 12th NOVEMBER 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th NOVEMBER 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —