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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

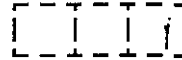
A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



5063999

Name of company

* Star Tubes (Midlands) Limited (the "Acceding Company")

Date of creation of the charge

31 March 2004

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

Supplemental deed to a composite guarantee (the "Debenture") and debenture dated 9 October 1996 (the "Supplemental Deed")

Amount secured by the mortgage or charge

All money and liabilities whatever, whenever and howsoever incurred by the Acceding Company whether now or in the future.

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

HSBC Bank plc (the "Bank")
33 Park Row
Leeds

Postcode LS1 1LD

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

Addleshaw Goddard
100 Barbirolli Square
Manchester
M2 3AB
HNC/PMK/15421-262

955405-3

Time critical reference

For official Use
Mortgage Section

Post room



A10
COMPANIES HOUSE

0667
03/04/04

Short particulars of all the property mortgaged or charged

Please do not
write in
this margin

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

- 1 By its execution of the Supplemental Deed the Acceding Company:
- (a) unconditionally and irrevocably undertook to and agreed with the Bank to observe and be bound by the terms and provisions of the Debenture as if it were an original party thereto as a Company;
- (b) charged to the Bank with the payment and discharge of all monies and liabilities thereby or by the Debenture covenanted to be paid or discharged by it all its property, assets and undertaking on the terms set out in clause 3 of the Debenture;
- (c) (jointly and severally with each other Company) covenanted and guaranteed in the terms set out in clause 2 of the Debenture; and
- (d) with full title guarantee subject to the Permitted Encumbrances (as defined in the Debenture), charged to the Bank with the payment and discharge of all monies and liabilities thereby or by the Debenture covenanted to be paid or discharged by it all its property, assets and undertakings on the terms set out in clause 3 of the Debenture.

Particulars as to commission allowance or discount (note 3)

Nil

Signed

Addleshaw Goddard

Date

1/4/04

On behalf of ~~XXXXXX~~ [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.
- 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:-

Companies House, Crown Way, Cardiff CF14 3UZ

CHFP025

**Particulars of a mortgage or charge
(continued)**Please do not
write in this
binding marginContinuation sheet No _____
to Form No 395 and 410 (Scot)Please complete
legibly, preferably
in black type, or
bold block lettering

Company Number

5063999

Name of Company

Star Tubes (Midlands) Limited (the "Acceding Company")

Limited*

* delete if
inappropriateDescription of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

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

Please do not
write in this
binding margin

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

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

- 2 The Acceding Company by way of security thereby irrevocably appointed each of the Bank and any Receiver severally to be its attorney in its name and on its behalf.
- (a) to execute and complete any documents or instruments which the Bank or such Receiver may require on or following the Enforcement Date for perfecting the title of the Bank to the Charged Assets of the Acceding Company or for vesting the same in the Bank, its nominees or any purchaser;
- (b) to sign, execute, seal and deliver and otherwise perfect any further security document referred to in clause 6 of the Debenture; and
- (c) otherwise generally to sign, seal, execute and deliver all deeds, assurances, agreements and documents and to do all acts and things which may be required for the full exercise of all or any of the powers conferred on the Bank or a Receiver under this Supplemental Deed or the Debenture or which may be deemed expedient by the Bank or a Receiver in connection with any disposition, realisation or getting in by the Bank or such Receiver on or following the Enforcement Date of the charged Assets of such Acceding Company or any part thereof or in connection with any other exercise of any power under this Supplemental Deed or the Debenture;
- 3 Barrett Steel Limited for itself and on behalf of each Original Subsidiary consented to the accession of the Acceding Company to the Debenture on the terms of clauses 2.1 to 2.3 (inclusive) of the Supplemental Deed and agreed that the Debenture shall after the 31 March 2004 be read and construed as if the Acceding Company had been named therein as a Company.
- 4 The Supplemental Deed shall after 31 March 2004 be read as one with the Debenture so that any reference therein to "this Composite Guarantee and Debenture", "this Deed", "herein" and similar expressions shall include and be deemed to include references to the Supplemental Deed and shall be deemed to refer to the Debenture as supplemented by the Supplemental Deed.

Words and expressions defined in the Debenture have the same meanings where used in the Supplemental Deed, save where amended hereby or where

the context requires otherwise.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05063999

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SUPPLEMENTAL DEED TO COMPOSITE GUARANTEE AND DEBENTURE DATED 9 OCTOBER 1996 DATED THE 31st MARCH 2004 AND CREATED BY STAR TUBES (MIDLANDS) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO HSBC BANK PLC WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 3rd APRIL 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 7th APRIL 2004.

D Cusack



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES