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Particulars of a mortgage or charge

395

CHFP019

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write in
this margin

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

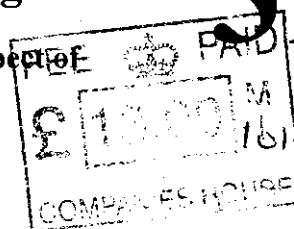
To the Registrar of Companies
(Address overleaf - Note 6)

Please complete
legibly, preferably
in black type, or
bold block lettering* Insert full name
of Company

For official use Company number



5418872



16/12/05

Name of company

* ALFRED STEEL CASTINGS LIMITED

Date of creation of the charge

12 DECEMBER 2005

Description of the instrument (*if any*) creating or evidencing the charge (note 2)FIXED CHARGE ON PURCHASED DEBTS WHICH FAIL TO VEST AND ON OTHER DEBTS
AND FLOATING CHARGE ON PROCEEDS OF OTHER DEBTS ("the Charge")

Amount secured by the mortgage or charge

All monetary and other liabilities and obligations now or at any time owed or incurred by the Company to or in favour of Barclays Bank Plc ("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 and whether arising under the agreement made between the Company and the Security Holder for the purchase of debts and any agreement made in variation of, supplemental to or substitution for such agreement ("the Agreement") or otherwise.

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

BARCLAYS BANK PLC
1 CHURCHILL PLACE
LONDON E14 5HPPresentor's name, address and
reference (*if any*):

REF. SALES FINANCING - 26593

BARCLAYS BANK PLC
UK BANKING SERVICE CENTRE
P.O. BOX 299
BIRMINGHAM, B1 3PF

Time critical reference

For official use

Mortgage section

3



Short particulars of all the property mortgaged or charged

Please see attached continuation sheet

Please do not write in this margin

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

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

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

FOR **BARCLAYS BANK PLC**

Signed

V. Chen

Date

16 DEC 2005

† delete as appropriate

On behalf of [Company][mortgagee/xxxxxxx] †

MANAGER

Designation of position in relation to the company: **UK BANKING SERVICE CENTRE**

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,or 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 are to be made payable to Companies House.
6. The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF14 3UZ

Please do not
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Continuation Sheet No: 1

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

Particulars of a charge continued

Company number

5418872

Name of company

ALFRED STEEL CASTINGS LIMITED

SHORT PARTICULARS OF ALL THE PROPERTY MORTGAGED OR CHARGED

The Company, with full title guarantee hereby charges in favour of the Security Holder:

1. by way of fixed equitable charge any Debt (as defined in the Agreement) purchased or purported to be purchased by the Security Holder pursuant to the Agreement including its Related Rights (as defined in the Agreement) ("Purchased Debts") both present and future which fail to vest absolutely and effectively in the Security Holder for any reason; and
2. by way of fixed equitable charge all amounts of indebtedness now or at any time hereafter owing or becoming due to the Company on any account whatsoever including the Related Rights, other than any Purchased Debt which fails to vest in the Security Holder present and future ("Other Debts"); and
3. by way of floating charge such monies as the Company may from time to time receive in respect of the Other Debts as shall from time to time stand released, pursuant to Clause 7 of the Charge, from the fixed charge contained in paragraph 2 above ("the Floating Assets"); together referred to as the Charged Property

NB: The Company agrees that except with the written consent of the Security Holder it shall not:

- A. sell, mortgage, charge, pledge, part with possession of or otherwise dispose of any of the Charged Property (as defined in the Charge) subject to the fixed charges constituted by clause 3 of the Charge, release, exchange, compound, set off, grant time or indulgence in respect of any such Charged Property, except as expressly provided for in the Charge;
- B. enter into any factoring or discounting agreement or any other agreement for the sale and purchase of Debts except with the Security Holder.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05418872

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FIXED CHARGE ON PURCHASED DEBTS WHICH FAIL TO VEST AND ON OTHER DEBTS AND FLOATING CHARGE ON PROCEEDS OF OTHER DEBTS DATED THE 12th DECEMBER 2005 AND CREATED BY ALFRED STEEL CASTINGS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC ON ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 20th DECEMBER 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21st DECEMBER 2005.

pm



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES