

Dated 24 MARCH 2006

(1) DAVID GEORGE CLARKSON & OTHERS

-and-

(2) GW 957 LIMITED

5558240

SHARE EXCHANGE AGREEMENT

CERTIFIED TRUE COPY OF THE ORIGINAL

HBJ Gateley Wareing LLP
HBJ Gateley Wareing

HBJ Gateley Wareing LLP
City Gate East
Tollhouse
Nottingham
NG1 5FS



DATE:

24 MARCH

2006

PARTIES: -

- (1) Those Persons whose names and addresses appear in column one of the Schedule ("the Vendors"); and
- (2) **GW 957 LIMITED** (Company number 5558240) whose registered office is at Bridge Street, Wednesbury, West Midlands, WS10 0AN ("the Purchaser").

WHEREAS

- (A) The Vendors are the beneficial owners of the number of shares in Bridge Aluminium Limited which appear against their respective names in column two of the Schedule ("the Sale Shares").
- (B) The Vendors have agreed to transfer the Sale Shares to the Purchaser on the terms and conditions set out below.
- (C) Bridge Aluminium Limited ("the Company") is a company incorporated on 5 March 2003 under the Companies Act 1985 with number 4687227 which has an authorised share capital of £26,596 divided into 26,596 ordinary shares of £1.00 each, 25,000 of which are issued and are fully paid up.
- (D) The Purchaser is a company incorporated on 8 September 2005 under the Companies Act 1985 with number 5558240 which has an authorised share capital of £26,596 divided into 26,596 ordinary shares of £1.00 each.

NOW THIS AGREEMENT WITNESSES as follows: -

1. Sale and Purchase

The Vendors agree to sell and the Purchaser agrees to purchase free from all liens, encumbrances and charges whatsoever and with all rights attaching thereto with effect from the date of this Agreement the Sale Shares.

2. Consideration

- 2.1 The consideration for the purchase of the Sale Shares shall be the allotment to the Vendors of ordinary shares of £1.00 each in the capital of the Purchaser as follows (hereinafter referred to as "the Consideration Shares") :-

Allottee	Number of Ordinary Shares of £1.00 each in the Purchaser
David George Clarkson	15,000
Nigel Kevin Beaton	5,000
Christine McLaughlan	4,999

3. Completion

- 3.1 Completion of the sale and purchase of the Sale Shares shall take place at the registered office of the Purchaser on the date hereof or such other time and place as may be agreed between the parties hereto.
- 3.2 At completion the following items shall be delivered to the Purchaser: -
- 3.2.1 transfers of the Sale Shares by each of the Vendors duly executed in favour of the Purchaser, accompanied by the relevant share certificates; and
 - 3.2.2 any waivers, consents or other documents which may be necessary to enable the Purchaser to be registered as the holder of the Sale Shares; and
 - 3.2.3 the Common Seal, Certificate of Incorporation, Statutory Books and Share Certificate Book of the Company.
- 3.3 The Purchaser shall deliver to each of the Vendors a copy of the resolution of the Board of Directors of the Purchaser allotting the Consideration Shares and issuing the share certificates in respect thereof.

IN WITNESS of which the parties signed this Agreement on the date set out above.

THE SCHEDULE

	COLUMN ONE	COLUMN TWO
	Names and addresses of Vendors	No and class of shares held in the Company
1	David George Clarkson Oak House 26 Bratton Road Bratton Telford Shropshire TF5 0BT	15,000 ordinary shares of £1.00 each
2	Nigel Kevin Beaton Pinetrees Regents Grange Racecourse Lane Stourbridge West Midlands DY8 2RF	5,000 ordinary shares of £1.00 each
3	Christine McLaughlan 5 Heritage Court Boley Park Lichfield Staffordshire WS14 9ST	5,000 ordinary shares of £1.00 each

SIGNED by DAVID GEORGE)
CLARKSON in the presence of:-)

David Clarkson

Witness Signature A. Mayfield

Witness Name ANNA MAYFIELD

Witness Address CITY GATE EAST, TOLHOUSE HILL, NOTTINGHAM

Witness Occupation SOLICITOR

SIGNED by NIGEL KEVIN BEATON in)
the presence of:-)

N Beaton

Witness Signature A. Mayfield

Witness Name ANNA MAYFIELD

Witness Address CITY GATE EAST, TOLHOUSE HILL, NOTTINGHAM

Witness Occupation SOLICITOR

SIGNED by CHRISTINE McLAUGHLAN)
in the presence of:-)

McLaughlan

Witness Signature A. Mayfield

Witness Name ANNA MAYFIELD

Witness Address CITY GATE EAST, TOLHOUSE HILL, NOTTINGHAM

Witness Occupation SOLICITOR

SIGNED by GW 957 LIMITED acting by)
two directors or a director and the)
company secretary:-)

Director

David Clarkson

Director/
Secretary

CM Laughlin