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COMPANIES FORM No. 395

Particulars of a mortgage or charge

Please do not
write in
this marginA 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

For official use

Company number

(Address overleaf - Note 6)

Name of Company

SUPREME PLASTICS LIMITED

Date of creation of the charge

3RD JUNE 2004

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

CHattel MORTGAGE dated 3RD JUNE 2004

Amount secured by the charge

The totality of monies now or which may hereafter be owing due and/or payable (but remaining unpaid) by the Company of the Securityholder in any manner and for any reason on any account or on partnership account (and notwithstanding that the whole or some part of such monies is represented or secured by any mortgage guarantees trust receipts bills of exchange leasing hire purchase assignments factoring of receivables or any other agreements or securities or is payable under letter of credit or any other document issued by the Securityholder to or for or at the request of the Company either alone or jointly with any other person) whether or not the same have or has fallen due or not the same have or has fallen due or become payable and whether or not default shall have been made in respect thereof and shall include (without limiting the generality of the foregoing) the items specifically detailed in the Debenture Deed.

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

LLOYDS TSB COMMERCIAL FINANCE LIMITED

BOSTON HOUSE THE LITTLE GREEN

RICHMOND SURREY

Postcode

TW9 1QE

Presenter's name address and
reference (if any):
LLOYDS TSB COMMERCIAL
FINANCE LIMITED
BOSTON HOUSE
THE LITTLE GREEN
RICHMOND SURREY TW9 1QE

Time critical reference

For official Use
Mortgage Section

The Borrower as with full title guarantee and as a continuing security for the payment of all the Secured Liabilities hereby charges by way of first fixed charge all the plant and machinery vehicles computers and other equipment of the Borrower listed in the Schedule hereto and all spare parts replacements modifications and addition for or to the same and the full benefit of all warranties and maintenance contracts in relation thereto.

Please do not
write in this
margin

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

The Borrower shall not during the Security Period without the prior consent in writing of the Lender:

- create or permit to exist any mortgage debenture charge pledge lien or other interest (whether express or arising by operation of law) on or affecting the Charged Assets ranking in priority to or pari passu with any charge created by this deed; or
- sell lease hire or otherwise dispose of any of the Charged Assets or any interest therein or otherwise deal with any of the assets of the Borrower in a manner contrary to the provisions of clause 5.3.

None of the foregoing prohibitions in this Clause shall be construed as limiting any powers exercisable by any Receiver appointed under this Deed as the agent of the Borrower.

Particulars as to commission allowance or discount (note 3)

A fee of £10 is payable
to Companies House in
respect of each register
entry for a mortgage or
charge. (See Note 5)

Signed

S. J. H. H. H. H. H.

Date: 3rd June 2004

On behalf of chargee

H 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 CF4 3UZ

SCHEDULE 1

The Charged Assets

Supreme Plastics Limited

**Horncastle Lane
Dunholm
Lincoln
LN2 3QF**

Macchi ES65/30D 135kg per hour extruder
Serial No. 92003 (1992)

Macchi LT20 die ring with one 8" and two 12" dies
Serial No. 92003 (1992)

Macchi ST 199/F haul off unit
Serial No. 92003 (1992)

TSM Sigmat and gauge monitor

Macchi B0225 winder
Serial No. 92003 (1992)

Sherman and Corona treater

Bielloni Bielloflex 1230mm wide 6 colour central
impression flexographic printing machine, with two high
unreeling and reel-up stand, impressions counter,
electric heated drying section, three mobile inking units,
Crossfield Synchroscope 2150 scanning system, turn-
round unit for printing on two sides, complement of
printing cylinders
Serial No. (not visible) (1986)

Bielloni Bielloflex Gloria 1230mm wide central impression 6 colour flexographic printing machine, with two high unreeling and reel-up stand, impressions counter, electric heated drying section, three mobile inking units, BST Videoscope 2 Commander scanning and edge guiding system, Beiffebi plate monitor and complement of printing cylinders
Serial No. 1174574 (1995)

Heaford Viper proofer
Serial No. 2010159

AMI 1200mm wide bag making machine with un-reeling stand, folder, re-sealable seal strip inserter, registration control and ultrasonic welder
Serial No. - (1993)

FMC M1106 TW 1100mm wide wicket type bag making machine with unreeling stand, tensioning unit, slitte, hole punch and seal strip inserter
Serial No. 131314211 (1994)

FMC M1106 TW 1100mm wide wicket type bag making machine with unreeling stand, tensioning unit, slitte, hole punch and seal strip inserter
Serial No. 131314204 (1994)

Harnden Automaster II 1200mm wide bag making machine with unreeling stand, folder, seal strip inserter, Packair self seal former, tensioning unit, and ultrasonic welder
Serial No. 505643 (1996)

Ashe model 135-60 1350mm wide form fill slitte
Serial No. 136-96 (1996)

Woodbank CLS800 800mm wide bag making machine
Serial No. BM00403 (2001)

Supreme Works
Stainsacre Lane
Whitby
YO224FT

Clarint Gemini 1500 - 1280mm 6 colour central
impression flexographic printing machine with unreeling
stand, tensioning device, impression counter, slitting and
re-reeling unit, Fife Scan-a-Web web scanning system
and complement of cylinders.
Serial No. 504 (1986)

Carraro 1280mm wide 6 colour stack type flexographic
printing machine, with unreeling stand, impression
counter, re-reeling stand and complement of cylinders
Serial No. 812553 (1980).

Zipper extrusion line comprising:

Boston Mathews extruder
Serial No.961-264 (1997)

Maquire WSB160T weigh blender
Serial No.99-404.12 (2002)

Polypropylene feed tank

Four Moretto C10/E50 loading hoppers (2003)

Four Moretto F12/F30 feeders (2003)

Two Moretto C10/50 loading units (2003)

Stainless steel water bath

Cooling section

Closing rolls

HS Puller haul off unit

Serial No. EM008-2-98 (1998)

with Meltech tensioning device

Beta Laser Mike measuring unit

Serial No. 980 - 090A (1998)

Meltech semi-automatic winding machine

Serial No.S003 (1997)

Zipper extrusion line comprising:

Boston Mathews extruder

Serial No.-

Maquire WSB160T weigh blender
Serial No.99-406.12 (2002)

Polypropylene feed tank

Four Moretto C10/E50 loading hoppers (2003)

Four Moretto F12/F30 feeders (2003)

Two Moretto C10/50 loading units (2003)

Stainless steel water bath

Cooling section
 Closing rolls
 HS Puller haul off unit
 Serial No. EM008-2-98 (1998)
 with Meltech tensioning device
 Beta Laser Mike measuring unit
 Serial No. -
 Meltech semi-automatic winding machine
 Serial No.-
 Zipper co-extrusion line comprising:
 Boston Mathews extruder
 Serial No.961264B (1996)
 Boston Mathews extruder
 Serial No.970864B (1997)
 Maquire WSB160T weigh blender
 Serial No.99-405.12 (2002)
 Polypropylene feed tank
 Four Moretto C10/E50 loading hoppers (2003)
 Four Moretto F12/F30 feeders (2003)
 Two Moretto C10/50 loading units (2003)
 Stainless steel water bath
 Two cooling sections
 Closing rolls
 HS Puller haul off unit
 Serial No. EM008-2-98 (1998)
 with Meltech tensioning device
 Beta Laser Mike measuring unit
 Serial No. -
 Meltech semi-automatic winding machine
 Serial No.-
 Zipper co-extrusion line comprising:
 Killion extruder
 Serial No.10307 (1988)
 Fairex extruder
 Serial No.80050B
 Maquire WSB160T weigh blender
 Serial No.99-407.12 (2002)
 Polypropylene feed tank
 Four Moretto C10/E50 loading hoppers (2003)
 Four Moretto F12/F30 feeders (2003)
 Two Moretto C10/50 loading units (2003)
 Stainless steel water bath
 Cooling section

Closing rolls

Boston Mathews haul off unit

Serial No. 9500812A(1995)

with Meltech tensioning device

Beta ACCUSCAN 2 measuring unit

Serial No. -

Kabel Teknik KT101 winding machine

Serial NoK5498 (1998)

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00762772

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHATTEL MORTGAGE DATED THE 3rd JUNE 2004 AND CREATED BY SUPREME PLASTICS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO LLOYDS TSB COMMERCIAL FINANCE LIMITED 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 4th JUNE 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th JUNE 2004.

[Handwritten signature]



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES