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Declaration that part of the property or undertaking charged (a) has been released from the charge; (b) no longer forms part of the company's property or undertaking

CHFP025

Please do not write in this margin

Pursuant to section 403(1) (b) of the Companies Act 1985

To the Registrar of Companies (Address overleaf)

For official use

Company number

13

1119794

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

Name of company

*insert full name of company

* THE BRONX ENGINEERING COMPANY LIMITED

I, John Bradner

of THE BRONX ENGINEERING COMPANY LIMITED, DUDLEY ROAD, LYE, WEST MIDLANDS

† delete as appropriate

[a director] [the secretary] [the administrator] [the administrative receiver] † of the above company, do

‡ insert a description of the instrument(s) creating or evidencing the charge, eg 'Mortgage', 'Charge', 'Debenture' etc.

solemnly and sincerely declare that with respect to the charge described below the part of the property or undertaking described [has been released from the charge] [has ceased to form part of the company's property or undertaking] †

Date and description of charge † DEED OF ADMISSION DATED 19 DECEMBER 1986

Date of registration † 6 JANUARY 1987

‡ the date of registration may be confirmed from the certificate

Name and address of [chargee] [trustee for the debenture holders] † LLOYDS TSB BANK PLC 71 LOMBARD STREET, LONDON, EC3P 3BS

§ insert brief details of property or undertaking no longer subject to the charge

Short particulars of property or undertaking released or no longer part of the company's property or undertaking § CERTAIN PROPERTY, EQUIPMENT AND ASSETS AS SOLD BY THE COMPANY UNDER AN AGREEMENT DATED 20 November 2001 AND AS DETAILED IN THE SCHEDULE ATTACHED.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 148 Edmund Street 20/11/01

Declarant to sign below

[Signature]

Day Month Year on 20 11 2001

before me [Signature]

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

A COMMISSIONER FOR OATHS

Presenter's name, address and reference (if any):

Hammond Suddards Edge Rutland House, 148 Edmund Street Birmingham B3 2JR

REF: PSM/EKM

For official use Mortgage section

Post room



A25 COMPANIES HOUSE

AULEU658

0531 28/11/01

SCHEDULE 1

The Sale Assets

- 1 The Sale Assets of the Business shall comprise the following:
 - (a) the Contracts;
 - (b) the SKF Contract;
 - (c) the Fixtures and Fittings;
 - (d) the General Assets;
 - (e) the Goodwill;
 - (f) the Intellectual Property Rights;
 - (g) the Work in Progress;
 - (h) the Software Licences;
 - (i) the Stock;
 - (j) the Purchase Orders;
 - (k) the Warranty and Service Reserves; and
 - (l) the benefit of the Sales Invoices.
- 2 For the avoidance of doubt the Sale Assets shall include all other assets of Engineering relating exclusively to the Business and not specified in Clause 2 save for the excluded assets referred to in Clause 3.
- 3 There shall be excluded from the Sale Assets:
 - (a) the Cash;
 - (b) the Agency Agreements;
 - (c) the Creditors;
 - (d) the Debts;
 - (e) the statutory books of Engineering;
 - (f) the Excluded Contracts.
- 4 Expressions not previously defined in this Schedule 1 and the other Schedules shall have the following meanings:

"AAA" means an assets purchase agreement dated 20 November 2001 between The Bronx Engineering Company Limited and Bronx Process Engineering Limited (1) and Milevalley Limited (2)

"the Active Contracts" means all of the contracts numbered 1 to 33 and 45 to 54 (inclusive) in Schedule 3 of the AAA.

"the Agency Agreements" means the agency agreements or arrangements (whether these remain in force or have terminated by effluxion of time or otherwise) to which Engineering is a party.

"the Business" the business of the design, engineering, sale and supply, and service of flat products and coil to coil processing equipment including pickling lines, galvanising lines, paint lines, coaters, cut to length lines, slitting lines, packaging lines, press feed lines, as well as, the supply of individual items of equipment comprising such lines as carried on by Engineering at the Transfer Date.

"the Cash" all petty cash and credit bank balances of Engineering in relation to the Business as at the Transfer Date.

"Completion" completion of the sale and purchase of the Sale Assets and the Business in accordance with the provisions of Clause 4 of the AAA.

"the Contracts" all engagements and contracts specified in Schedule 3.

"the Creditors" the trade creditors of Engineering in connection with the Business as at the Transfer Date.

"the Debts" all amounts owing to Engineering in connection with the Business as at the Transfer Date (whether due for payment or not), together with the benefit of all retention of title rights and securities (if any) of Engineering in connection with the same (excluding the Sales Invoices).

"the Excluded Contracts" the Hindalco (140), Norsk Stal (141), Karmax (156), Hydro (164), Severstal (001), ALO (01), Costain (143) and all other contracts relating to the Business other than the Contracts.

"the Fixtures and Fittings" the fixtures and fittings and inventory of which is set out in Schedule 4.

"the General Assets" all intangible assets and choses in action of Engineering not otherwise specifically identified in the AAA exclusively used in the Business including (without limitation) all of Engineering's rights against manufacturers and suppliers (including all rights in connection with such manufacturers' and suppliers' warranties) and any liens in connection with the Business.

"the Goodwill" the goodwill of Engineering in connection with and concerning the Business, together with the exclusive right for the Asset Purchaser to represent itself as carrying on the Business in succession to the Engineering.

"Intellectual Property" patents, trade marks, logos, registered designs, utility models, design right, copyright (including copyright in computer software), inventions, trade secrets and all other intellectual property and rights of a similar or corresponding nature in any part of the world, whether registered or not or capable of registration or not and including all applications and the right to apply for any of the foregoing rights.

"Intellectual Property Rights" all Intellectual Property which is owned or used by the Engineering at the date of the AAA and which is required for the carrying out of the

Business at the date of the AAA and including (but not limited to) those items listed and contained in Schedule 6.

"the Purchase Orders" the purchase orders made by Engineering in connection with and for the benefit of the Business including but not limited to those listed in Schedule 5 relating to any Active Contracts.

"the Products" means the finished goods produced in the course of the carrying on of the Business.

"the Sales Invoices" means any invoices issued by the Engineering in respect of the Business on or after 31 October 2001 payment of which has not been received by the Engineering prior to Completion and set out in Schedule 2.

"the Software Licences" means the AutoCAD and Intellect software and data files connected with such software together with any other software used by Engineering exclusively in the Business.

"the SKF Contract" means a contract dated 30 June 1999 and made between the Engineering (1) and SKF (UK) Limited (2).

"the Stock" means the backup bearings held by Engineering for the benefit of the Business.

"The Transfer Date" means close of business on the date that Completion takes place in accordance with clause 4 of the AAA.

"the Warranty and Service Reserves" means the agreed reserves for the Contracts (excluding the Active Contracts) that will be transferred to the Asset Purchaser at Completion.

"the Work in Progress" the work in progress of the Active Contracts at 31 October 2001 and the stock in trade (excluding the Stock) of including (but not limited to) raw materials, goods and other assets purchased for resale or as components to be incorporated into Products for sale, work in progress, consumable finished goods and packaging or promotional material.

SCHEDULE 2

Sales Invoices raised by the Bronx Engineering Company Limited for Payment by Customer

<u>INVOICE NO.</u>	<u>SENT</u>	<u>CUSTOMER</u>	<u>INV. VALUE</u>	<u>V.A.T.</u>	<u>TOTAL</u>
41241	01/11/01	JOHN TANTON	6680.00	1169.00	7849.00
41242	02/11/01	B.T.W.	945.00		945.00
41243	12/11/01	RACE TRANSMISSIONS	731.00	127.93	858.93
41244	12/11/01	EXACT GUIDING	2200.00	385.00	2585.00
41245	12/11/01	NISSAN	825.00	144.38	969.38
41246	12/11/01	SEBDEN STEEL	21717.00	3800.48	25517.48
41247	16/11/01	WILLIAM KING	69.00	12.08	81.08
41248	16/11/01	ALPHASTEEL	315.00	55.13	370.13
41249	16/11/01	RACE TRANSMISSIONS	984.00	172.20	1156.20
41250	16/11/01	METFORM	1000.00	175.00	1175.00
41251	16/11/01	METFORM	438.75		438.75
			<u>35904.75</u>	<u>6041.20</u>	<u>41945.95</u>

SCHEDULE 3**The Contracts**

Number	Date	Sales Contract Reference	Customer Name	Total Sales Order Value
1	12/11/00	C006	Corus	£343,343.00
2	12/11/00	C007	Corus	£41,657.00
3	12/01/01	C008	Columbus	£80,210.00
4	14/06/01	C009	Tisco	£1,031,428.00
5	21/12/00	P002	C.M.I.	£466,727.41
6	27/03/01	CS0204	Tata	£9,745.00
7	25/04/01	CS0222	Samuel Son	£3,555.00
8	21/05/01	CS0235	J.Tainton	£19,990.00
9	21/05/01	CS0237	J.Tainton	£7,475.00
10	05/07/01	CS0279	Corus	£4,935.00
11	20/07/01	CS0292	Corus	£6,264.00
12	31/07/01	CS0299	Tata	£6,560.20
13	07/08/01	CS0304	Wilkinson Steel	£9,518.00
14	22/08/01	CS0313	Corus	£5,380.00
15	03/09/01	CS0320	Trident Steel	£1,736.00
16	17/09/01	CS0330	Race Trans.	£731.00
17	21/09/01	CS0334	Avesta Polarit	£18,625.00
18	21/09/01	CS0335	Exact Guiding	£2,200.00
19	24/09/01	CS0337	Nissan Motor	£825.00
20	02/10/01	CS0340	Race Trans.	£984.00
21	09/10/01	CS0341	J.Tainton	£4,925.00
22	09/10/01	CS0342	J.Tainton	£5,480.00
23	12/10/01	CS0343	Morgan E.Rees	£2,781.50

24	12/10/01	CS0345	Tata	£6,427.20
25	12/10/01	CS0346	Sebden Steel	£21,717.00
26	15/10/01	CS0347	Alum Ranshofen	£1,090.00
27	17/10/01	CS0348	Race Trans.	£1,274.00
28	18/10/01	CS0349	Karmax	£304.00
29	22/10/01	CS0350	Eyre & Elliston	£320.00
30	22/10/01	CS0351	J.Tainton	£3,240.00
31	23/10/01	CS0352	Tata	£595.00
32	24/10/01	CS0353	Race Trans.	£185.00
33	24/10/01	CS0354	Race Trans.	£405.00
34	01/11/01	CS0355	J.Tainton	£6,680.00
35	01/11/01	CS0356	Alphastee	£295.00
36	02/11/01	CS0357	Hulett Alum	£1,140.00
37	06/11/01	CS0358	Wm. King Ltd	£69.00
38	06/11/01	CS0359	SKF Services	£11,600.00
39	07/11/01	CS0360	Tata	£3,401.94
40	07/11/01	CS0361	Columbus	£850.00
41	07/11/01	CS0362	Columbus	£4,100.00
42	07/11/01	CS0363	Morgan E.Rees	£950.00
43	08/11/01	CS0364	Davro Iron/Steel	£250.00
44	09/11/01	CS0365	Race Trans.	£102.00
45	29/06/01	PS0082	Firsteel	£10,131.00
46	07/08/01	PS0087	Alcan	£1,675.00
47	14/09/01	PS0089	Corus	£1,095.00
48	08/10/01	PS0092	Orb Electrical	£1,036.00
49	12/10/01	PS0093	Orb Electrical	£976.00
50	15/10/01	PS0094	Technico	£295.00

51	15/10/01	PS0095	Hydro Alum	£4,300.00
52	17/10/01	PS0096	Hydro Alum	£4,817.40
53	22/10/01	PS0097	British Alcan	£458.00
54	26/10/01	PS0098	Hydro Alum	£1,620.00
55	02/11/01	PS0099	Hydro Alum	£2,508.34
56	19/11/01	CSO366	Morgan E Rees	£750.00

SCHEDULE 4

The Fixtures and Fittings

	Item	Totals
1	Directors Desk & Side Cabinet	2
2	Desk & Side Table	27
3	Desk	2
4	Low Table	3
5	Low Cabinet	4
6	Drawing Table	10
7	Free Standing Table	12
8	Drawing Board	2
9	Drawing Board Chair	2
10	Filling Cabinet	8
11	Shelves	2
12	Computer Table	4
13	Chairs	61
14	Computer	15
15	Printer	13
16	Scanner	1
17	CD Writer/Zip Drive	3
18	Cognition System	1
19	CAD Stations	9
20	Plotter	1
21	Laser Printer	3
22	Micro Film Viewer	1
23	Schedule Viewer	1

24	Portable TV	1
25	Video	1
26	Fax Machine	2
27	Electronic White Board	1
28	Internet Machine	1
29	Switch Box and Cables	1
30	Lap Tops	2
31	Phones	24
32	Planters	11
33	Coat Stands	2
34	Guillotine	1
35	Weigh Scales	1
36	Punch	1
37	Pictures and Plaques	21
38	Dust Bins	19
39	Fan	6
40	White Boards	11
41	Key Cupboard	1
42	Archive Racking	29
43	Safe	1
44	Shredder	1
45	End Table	3
46	Screens	18
47	Blinds	8
48	Advertising Boards	8
49	Video Camera & Case & Tripod	1
50	Moveable Double Cupboards	60

51	TV/Video and Table	1
52	Power Cables/Leads	30
53	General:-	
54	Catalogues Various	1
55	Office Consumables	1
56	Video Cassettes Various	1
57	Paper, Envelopes, Etc	1
58	Back up Rolls Various	1
59	Packing Materials	2
60	Theodolite	2
61	Coffee Machine	2
62	Microwave	1
63	Kettle	2
64	Fridge	2
65	Vacuum Cleaner	2
66	Cleaning Materials	1
67	Fire Extinguishers & Signs	6
68	First Aid Kit	2
69	Planters	9
70	Soft Chair	4
71	Soft Table	1
72	Convactor Fires	3
73	Fan Heater	3
74	Health and Safety Notice	1
75	Front Door Signs	2
76	Notice Board	2
77	Welcome Board	1

78	Sack Truck	1
79	Overhead Projector	1
80	Step Ladders	2
81	Patterns – Various	
82	Cutlery, Cups/Plates etc (sets)	1

SCHEDULE 5

The Purchase Orders

<u>JOB NO.</u>	<u>O/NO.</u>	<u>SUPPLIER</u>	<u>OUTSTANDING ELEMENT OF PURCHASE ORDER VALUE</u>
CS0235	BE002846	SKF	311.04
CS0237	BE002992	MICRON	4232.00
CS0279	BE002880	FORGIATURA NAMA	1730.00
CS0279	BE002883	MICRON	1680.00
CS0292	BE002912	DILWORTH & MORRIS	4080.00
CS0299	BE002987	SKF	843.30
CS0304	BE002985	MICRON	5916.00
CS0304	BE003142	VOLKOBIND	436.80
CS0313	BE003046	MICRON	3900.00
CS0320	BE003063	EDWARD PRYOR	1098.64
CS0330	BE003105	SKF	468.00
CS0330	BE003119	SKF	104.14
CS0334	BE003113	SKF	13750.00
CS0335	BE003114	ELEKTRO MECHANIK	1780.00
CS0337	BE003121	MICRON	598.00
CS0340	BE003144	SKF	864.00
CS0341	BE003158	SKF	317.56
CS0341	BE003160	VILKOBIND	311.61
CS0341	BE003161	MICRON	2125.00
CS0341	BE003162	M.I. ENG	730.00
CS0342	BE003163	SKF	317.56
CS0342	BE003165	VOLKOBIND	311.61
CS0342	BE003166	MICRON	2555.00
CS0342	BE003167	M.I. ENG	730.00
CS0343	BE003173	AWON ENGINEERING	1465.00
CS0343	BE003174	SKF	170.40
CS0346	BE003213	SKF	12360.00
CS0347	BE003198	POWER JACKS	537.04
CS0347	BE003199	VOLKOBIND	217.20
CS0348	BE003182	SKF	1022.04
CS0349	BE003200	SKF	194.94
CS0350	BE003209	FORWARD INDUS	175.00
CS0351	BE003207	VOLKOBIND	1800.00
CS0352	BE003210	VOLKOBIND	230.00
CS0353	BE003218	SKF	149.74
CS0354	BE003217	SKF	327.00
PS0082	BE002826	RACE TRANSMISS	8303.00
PS0089	BE003101	DAVID BROWN	771.15
PS0092	BE003172	VOLKOBIND	712.80
PS0093	BE003171	VOLKOBIND	696.48
PS0094	BE003170	WTOM HANDLING	242.00
PS0095	BE003177	URETHANE KUNS.	3160.00
PS0096	BE003206	MICRON	3360.00
PS0097	BE003208	MICRON	328.00
PS0098	BE003222	CENTRAL SPRINGS	342.00
C00611	BE001613	SPOONER INDUS.	7100.00
C00936	BE002873	M I ENGINEERING	8000.00

<u>JOB NO.</u>	<u>O/NO.</u>	<u>SUPPLIER</u>	<u>OUTSTANDING ELEMENT OF PURCHASE ORDER VALUE</u>
C00936	BE003130	SKF	843.96
C00936	BE003135	RACE TRANSMISS	1617.00
C00936	BE003216	MORRIS SPRINGS	58.40
C00942	BE002872	M I ENGINEERING	71000.00
C00942	BE002966	PITCHLINE	258.00
C00942	BE002975	TEMPERED TOOLS	3050.00
C00942	BE003124	BAMFORD INST.	394.50
C00942	BE003150	SELWOOD PUMP	1270.60
C00956	BE002704	MICRON	40565.00
C00956	BE003129	AMTEC SERVICES	835.00
C00974	BE003098	SAUER DANFOSS	1600.00
c00974	BE003100	TEMPERED TOOLS	2530.00
C00974	BE003183	TURTON-TYZACK	830.00
C00977	BE003059	TISCO GROWTHSHOP	9915.00

NEW ORDERS TAKEN OUT FROM 1/11/01

CS00356	BE003224	MICRON	238.00
CS00357	BE003225	VOLKOBIND	450.00
CS00355	BE003226	AWON ENG	1400.00
PS0099	BE003227	MICRON	1894.00
CS00358	BE003228	CONTELEC	41.64
CS00359	BE003229	SKF	8240.00
CS00361	BE003230	ASKO	550.00
CS00362	BE003231	WESTLEY PLASTICS	2585.00
CS00365	BE003232	THK	78.00
N/A	BE003233	SENIOR TRAVEL	450.00
C009	BE003234	FIFE	48030.00
C00946	BE003235	RADIOMETRIE	36950.00
EXP8410	BE003236	SOVEREIGN OFFICE	95.04

TOTAL 336623.19

SCHEDULE 6

The Intellectual Property Rights

- 1 All manually produced detail and arrangement drawings that exist, showing equipment that has been designed and built by the business and are currently the property of the Engineering.
- 2 All CAD produced detail and arrangement drawings that exist, showing equipment that has been designed and built by the business and are currently the property of the Engineering.
- 3 All manually produced sales drawings that exist, showing equipment that has been designed and built by the business and are currently the property of the Engineering.
- 4 All CAD produced sales drawings that exist, showing equipment that has been designed and built by the business and are currently the property of the Engineering.
- 5 All drawing number register books relating exclusively to the Business which are the current property of the Engineering.
- 6 All CAD drawing number register books relating exclusively to the Business which are the current property of the Engineering.
- 7 All microfilm aperture cards and document cartridge tapes currently the property of the Engineering that have specifically been produced portraying equipment exclusively relating to the Business.
- 8 All printed matter relating exclusively to the sales and promotion of the Business ie Sales brochures, catalogues, fliers, advertisements, display boards.
- 9 All electronic matter relating exclusively to the sales and promotion of the Business.
- 10 Copies in whatever format of all quotations that have been produced exclusively for customers of the Business that are currently the property of the Engineering.
- 11 All works order register books relating exclusively to the Business which are the current property of the Engineering.
- 12 All bills of materials that exist in whatever format exclusively for the Business which are the current property of the Engineering.
- 13 All purchase order records that exist in whatever format exclusively for the Business which are the current property of the Engineering.
- 14 All records that exist in whatever format of historical costs exclusively for the Business which are the current property of the Engineering.
- 15 All records that exist in whatever format exclusively for the Business which are the current property of the Engineering.
- 16 All existing Operating and Maintenance manuals produced exclusively for the Business which are the current property of the Engineering.

- 17 All photographic matter and video film cassettes that exist relating exclusively to the Business which are the current property of the Engineering.
- 18 All engineering, contracts, purchasing, expediting, sales and marketing documents, records that are not mentioned above that exist in whatever format exclusively for the Business which are the current property of the Engineering.
- 19 All electronic databases relating to the sales, spares, engineering, purchasing, contracts that exist in whatever format exclusively for the Business which are the current property of the Engineering.
- 20 the "Bronx.co.uk".
- 21 the trade marks registered in Australia under numbers TM 862103 TM 862104.
- 22 the Bronx logo used on its letterheads at the date hereof.
- 23 the Bronx Drawing Archive.