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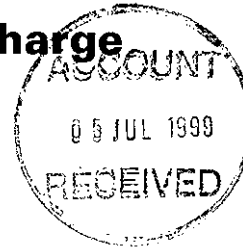
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COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

395



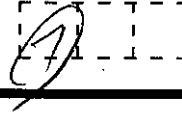
Please complete legibly, preferably in black type or bold block lettering

* Insert full name of company

To the Registrar of Companies

For official use Company number

Name of company



1760288

* **ILMOR ENGINEERING LIMITED**

Date of creation of the charge

1st July 1999

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

FIXED CHARGE

Amount secured by the mortgage or charge

The principal sum of £1,048,675.65 together with interest and charges thereon.

DCC

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

LLOYDS UDT LIMITED
51 HOLDENHURST ROAD
BOURNEMOUTH Postcode BH8 8EP

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

F D HALLATT ESQ
SOLICITOR
LLOYDS UDT LIMITED
FINANCE HOUSE
51 HOLDENHURST ROAD
BOURNEMOUTH DORSET

Time critical reference

For official use
Mortgage section

Post room



Short particulars of all the property mortgaged or charged

A first fixed charge over the goods listed in the attached Schedule

NB The charge contains a restriction upon the Company without the consent of the Chargee creating any encumbrance, hiring, mortgage, charge, sale, disposition or lien in respect of the charged property.

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

Particulars as to commission allowance or discount (note 3)

NONE

Signed



Date

1 July, 1999

On behalf of [company] [mortgagee/chargee]*

* 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.

THE SCHEDULE

Description of Goods	Serial Number
Quantum Maxi MK1 Laser Marking System	4212
Royal Variset Universal Tool Presetter	E5236
Microclean MF1500/4	59127/1-1-99
Takisawa TPS4000 CNC Elliptical Turning Machine with Gantry Loader	1435
HPC Screw Compressor	1.7327.2/1026 - R714190
HPC Refrigerated Air Dryer	51588
Oil Condensate Seperator	425533
Horizontal Receiver	17327.2
Vibratory Finishing System	20708/99
Surface Grinding Machine	M20535
QV404 Pro Quick Vision	O1141
Computer System	W000602393
17" SVGA Monitor	17C232IN/00C
Epson Colour Printer	C25603002LP
Roundtest RA-116	820101
17" SVGA Monitor	TY009827006634
Epson Colour Printer	70768
M - 6i Robot M-16i Robot	F-36357
M- 6i Robot M-16i Robot	F-32999
Cincinnati Viking Superseries 200 CNC	9168A0197-0075
Centreless Grinding Machine	9168A0197-0075
Automated Flame Spraying Cell	C425 _ + 14892

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY No. 01760288

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FIXED CHARGE DATED THE 1st JULY 1999 AND CREATED BY ILMOR ENGINEERING LIMITED FOR SECURING £1,048,675.65 DUE FROM THE COMPANY TO LLOYDS UDT LIMITED WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 3rd JULY 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th JULY 1999.

Two handwritten signatures in black ink, one above the other, located on the left side of the page.



C O M P A N I E S H O U S E



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES