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COMPANIES FORM No. 395

395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

Please do not
write in
this marginPlease 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

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767474

Name of company

* Autolease Limited

Date of creation of the charge

24th August 1995

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

Charge

Amount secured by the mortgage or charge

All monies debts and other liabilities howsoever arising or occurring and whether certain or contingent which now are or at any time hereafter may be due owing or incurred by the Company to the Mortgagee or for which the Company may be or become liable to the Mortgagee (whether alone or jointly with any other person and whether as principal or surety) together also with interest thereon or charges thereon.

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

United Dominions Trust Limited

116 Cockfosters Road

Barnet Herts

Postcode

EN4 ODY

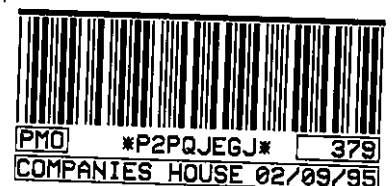
Presentor's name, address and
reference (if any): Legal Dept
United Dominions Trust Ltd
116 Cockfosters Road
Barnet
Herts
EN4 ODY

Ref MDL/PD/FLOOR 8

Time critical reference

For official use
Mortgage section

Post room



Short particulars of all the property mortgaged or charged

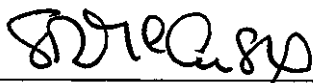
Please do not
write in
this margin

1. By way of fixed charge the interest from time to time of the Company in all vehicles ("Vehicles") the subject of a master lease/purchase/agency agreement made between the parties of even date as amended from time to time ('the Master Agreement') being the interest of the Company in the Vehicles in the Master Agreement together with the benefit of:
 - (i) all contracts for the sub-hire or sub-hire purchase of the Vehicles now or hereafter entered into between the Company and its customers ("the Contracts"),
 - (ii) all securities guarantees and indemnities enjoyed by the Company in respect of any of the Contracts,
 - (iii) all proceeds of sale, insurance claims replacements and debts now or hereafter becoming due to the Company in relation to any of the Vehicles or the Contracts,
2. By way of floating security all the interest of the Company in the Vehicles the proceeds of sale insurance claims and debts in relation to any of the Vehicles and Contracts insofar as any provision of the specific charge referred to in clause 1 shall not be fully effective.

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

Particulars as to commission allowance or discount (note 3)

Signed



Date

24th August 1995

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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00767474

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE DATED THE 24th AUGUST 1995 AND CREATED BY AUTOLEASE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO UNITED DOMINIONS TRUST LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 2nd SEPTEMBER 1995.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 5th SEPTEMBER 1995.

M. Ibrahim Dar
M. IKRAM DAR.

for the Registrar of Companies



COMPANIES HOUSE

HC026B

POST 24 5/9/95