COMPANIES FORM No. 395

Particulars of a mortgage or charge

Please do not write in this margin

Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies (Address overleaf - Note 5)

Name of company

For official use

Company number

00906936

* insert full name of Company

CORRALL - MONTENAY LTD

Date of creation of the charge

16 JULY 1997.

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

MASTER ASSIGNMENT BY WAY OF CHARGE

Amount secured by the mortgage or charge

ALL MONIES WHATSOEVER WHICH ARE NOW OR AT ANY TIME HEREINAFTER MAY BE OR BECOME DUE OR OWING TO THE ASSIGNOR UNDER OR ARISING OUT OF THE SUB-HIRE AGREEMENT (S) (AS DEFINED)

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

SANWA BUSINESS CREDIT (UK) STREET CITY PLACE HOUSE, 55 Postcode ELQV LONDON 2*D*Ø

Presentor's name address and reference (if any):

SANWA BUSINESS CREDIT (UK) LTD (ADJRESS AS ABOVE)

REF: J. DAVIES

Time critical reference

For official Use Mortgage Section



THE COMPANY AS BENEFICIAL OWNER HAS ASSIGNED BY WAY OF SECURITY TO THE OWNER (AS DEFINED) ALL THE RIGHTS, TITLE AND INTEREST OF THE COMPANY IN EACH SUB-HIRE AGREEMENT REFERRED TO IN A PURCHASE SCHEDULE (AS DEFINED) INCLUDING (BUT WITHOUT RETUDICE TO THE GENERALITY OF THE FOREGOING):

- 1. ALL MONIES WHATSOEVER WHICH ARE NOW OR AT ANY TIME HEREINAFTER MAY BE OR . SECONDE DUE OR OWING TO THE COMPANY WIDER OR ARISING OUT OF THE SUB-HIRE AGREEMENT; AND
- 2. ALL CLAIMS FOR DAMAGES IN RESPECT OF BREACH OF THE SUB-HIPE AGREEMENT : AND
- 3. THE FULL BENEFIT OF ALL GUARANTEES, INDEMNITIES AND OTHER SECURITIES OF WHATEVER NATURE HELD BY OR FOR THE BENEFIT OF THE COMPANY FROM TIME TO TIME IN RESPECT OF THE SUB-HIRE AGREEMENT.

ANY SUBSEQUENT ASSIGNMENT BY WAY OF CHARGE, BETWEEN THE COMPANY AND THE OWNER SHALL BE DEEMED PERSUANT TO THIS MASTER ASSIGNMENT BY WAY OF CHARGE DATED 16 JULY 1997.

Please do not write in this margin

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

Particulars :	as to	commission	allowance of	r discount	(note 3)
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Signed

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

Date

22 July 97

t delete as appropriate

Notes

- 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.
- A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage", or "Legal charge", etc, as the case may be, should be given.
- 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 The address of the Registrar of Companies is:-
 - Companies House, Crown Way, Cardiff CF4 3UZ





CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00906936

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MASTER ASSIGNMENT BY WAY OF CHARGE DATED THE 16th JULY 1997 AND CREATED BY CORRALL-MONTENAY LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO SANWA BUSINESS CREDIT (UK) LIMITED UNDER OR ARISING OUT OF THE SUB-HIRE AGREEMENT(S) (AS DEFINED) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 25th JULY 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29th JULY 1997.

I M EVANS

for the Registrar of Companies



while and