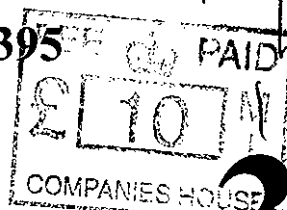


M

COMPANIES FORM NO.395



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

For official use

Company Number

--	--	--

1235617

* insert full name
of company

Name of company

POWELL DUFFRYN INTERNATIONAL LIMITED

Date of creation of the charge

18TH FEBRUARY 1999

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

DEPOSIT AGREEMENT AND CHARGE ON CASH DEPOSITS BETWEEN
POWELL DUFFRYN INTERNATIONAL LIMITED (THE "DEPOSITOR") AND ABN
AMRO BANK N.V. (THE "BANK")

Amount secured by the mortgage or charge

THE STERLING EQUIVALENT OF
BRL 35,100 (THIRTY FIVE THOUSAND AND ONE HUNDRED BRAZILIAN REALS)
TOGETHER WITH ALL SUMS DUE BY THE DEPOSITOR TO THE BANK
(INCLUDING ALL INTEREST, COSTS, COMMISSIONS, CHARGES AND EXPENSES)
AND ALL LIABILITIES, PRESENT OR FUTURE, ABSOLUTE OR CONTINGENT
(INCLUDING LIABILITIES AS SURETY OR GUARANTOR), FOR WHICH THE
DEPOSITOR IS ON THE DATE OF THE AGREEMENT OR MAY AT ANY TIME
THEREAFTER BE INDEBTED OR LIABLE TO THE BANK ON ANY ACCOUNT OR IN
ANY MANNER WHATSOEVER AND WHETHER ALONE OR JOINTLY WITH ANY
OTHER PERSON.

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

ABN AMRO BANK N.V. OF
101 MOORGATE
LONDON
EC2M 6SB

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

ABN AMRO BANK N.V. LONDON BRANCH MOORGATE, EC2M 6SB	REF ACK - CREDIT ADMINISTRATION
---	---------------------------------------

Time critical reference

For official use
Mortgage S



Short particulars of all the property mortgaged or charged

THE SUM OF GBP 20,000 (TWENTY THOUSAND POUNDS STERLING) DEPOSITED BY THE DEPOSITOR AT THE BANK'S OFFICES AT 101 MOORGATE, LONDON, EC2M 6SB AND ALL OTHER SUMS FROM TIME TO TIME STANDING TO THE CREDIT OF THE DEPOSITOR ON ANY ACCOUNT OF THE BANK, WHETHER IN THE SAME OR IN ANY OTHER CURRENCY AND WHETHER IN ADDITION TO OR BY WAY OF RENEWAL OF OR REPLACEMENT FOR ANY SUMS PREVIOUSLY DEPOSITED WITH THE BANK BY THE DEPOSITOR OR OTHERWISE, TOGETHER WITH IN EACH CASE ANY INTEREST FROM TIME TO TIME ACCRUING IN RESPECT THEREOF (ALL OF WHICH ARE IN THE AGREEMENT AND IN THIS FORM ARE CALLED "THE DEPOSIT").

Please do not write in the this margin

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

Particulars as to commission allowance or discount (note3)

Signed

ES Montytrator

Date 26/2/1998

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 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 a copy must be verified to be a correct a copy either by the company or by the person who has delivered or sent the a copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and whether this is given by a body corporate it must be signed by an officer of that body. A verified a 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, e.g. "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.



London
101 Moorgate
London EC2M 6SB

Telephone 0171-628 7766
Telefax (GFS) 0171 588 2975
Telex 887366 ABNALN G
Foreign exchange 8851191 ABNAX G
S.W.I.F.T. ABNAGB2LA

Companies House
Mortgage Section
Crown Way
Cardiff
CF4 3UZ

Attention of : Debbie Jenkins

Department: Credit Administration

Reference: ACR Fax: 0171 588 2975 Phone: 0171 477 5054 Date: 11th March 1999

BY FAX AND POST

Dear Sirs,

Re: Powell Duffryn International Limited (Company Number 1235617)
Form 395 - Registration of Deposit Agreement and Charge on Cash Deposit

Our conversation over the telephone earlier today refers.

In order to satisfy your requirements we now confirm that the amount secured by the mortgage or charge should be amended to read "The Sterling equivalent of BRL 35,100"

We trust that you will now be able to register our Charge.

Yours faithfully,
ABN AMRO Bank N.V.
London Branch

A handwritten signature in dark ink, appearing to be a stylized 'D' or 'J' followed by a flourish.

A handwritten signature in dark ink, appearing to be a stylized 'K' or 'L' followed by a flourish.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01235617

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEPOSIT AGREEMENT AND CHARGE ON CASH DEPOSITS DATED THE 18th FEBRUARY 1999 AND CREATED BY POWELL DUFFRYN (INTERNATIONAL) LIMITED FOR SECURING THE STERLING EQUIVALENT OF BRL 35,100 (THIRTY FIVE THOUSAND AND ONE HUNDRED BRAZILIAN REALS) TOGETHER WITH ALL SUMS DUE BY THE COMPANY TO ABN AMRO BANK N.V. WITH ALL SUMS DUE BY THE COMPANY TO ABN AMRO BANK N.V. ON ANY ACCOUNT OR IN ANY MANNER WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 11th MARCH 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12th MARCH 1999.


D. JENKINS

for the Registrar of Companies





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