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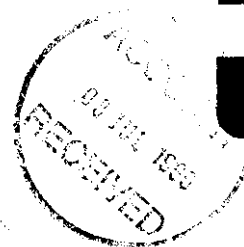
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write in
this margin

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

To the Registrar of Companies

For official use

Company number

7 d

1,480,293

Name of company

*Insert full name
of company

* B.R.T. INTERNATIONAL LIMITED

Date of creation of the charge

7TH JULY 1999

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

CHATELS MORTGAGE

Amount secured by the mortgage or charge

ALL MONIES NOW DUE OR HEREAFTER TO BECOME DUE OR FROM TIME TO TIME
ACCRUING DUE FROM THE COMPANY TO FORWARD ON ANY ACCOUNT WHATSOEVER

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

FORWARD TRUST GROUP LIMITED OF 12 CALTHORPE ROAD, EDGBASTON,
BIRMINGHAM B15 1QZ & FORWARD TRUST LIMITED OF 54 HAGLEY ROAD,
BIRMINGHAM B16 8PE

Postcode

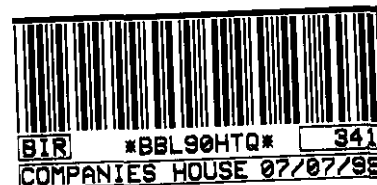
Presentor's name, address and
reference (if any):

FORWARD TRUST GROUP LIMITED
SECURITIES, PO BOX 1811,
BIRMINGHAM, B16 8TS.
TEL: 0121-455 4612
REF: SEC/BRT.SES
5239/10

For official use

Mortgage section

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

All and Singular the chattels plant machinery and things described in the schedule hereto or any part thereof

Please do not write in this margin

Schedule

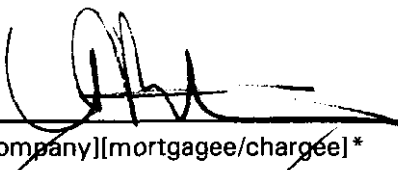
ONE New 30,000 Litre Swap Body Tank Container,
CVP ID No. 10526, BRT ID No. U730010

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

Particulars as to commission allowance or discount (note 3)

N/A

Signed



Date

7/7/99.

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. 01480293

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHATTELS MORTGAGE DATED THE 7th JULY 1999 AND CREATED BY B.R.T. INTERNATIONAL LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO FORWARD TRUST GROUP LIMITED & FORWARD TRUST LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 7th JULY 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 13th JULY 1999.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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