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in black type, or
bold block lettering

*insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

BB
20x2
736360
395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

[16]

2553654

Name of company

* BUSINESS IN FOCUS LIMITED

Date of creation of the charge

11 MARCH 1999

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

CHARGE OVER AN AGREEMENT FOR LEASE

Amount secured by the mortgage or charge

ALL MONEY AND LIABILITIES (INCLUDING FURTHER ADVANCES MADE
HEREAFTER BY NATIONAL WESTMINSTER BANK PLC ("THE BANK") AND
SECURED DIRECTLY OR INDIRECTLY BY THIS MORTGAGE) WHETHER
CERTAIN OR CONTINGENT WHICH NOW ARE OR AT ANY TIME HEREAFTER
MAY BE DUE OWING OR INCURRED FROM OR BY BUSINESS IN FOCUS
LIMITED ("THE MORTGAGOR") TO THE BANK ANYWHERE ON ANY CURRENT
OR OTHER ACCOUNT OR IN ANY MANNER WHATSOEVER WHETHER ALONE
OR JOINTLY WITH ANY OTHER PERSON FIRM OR CORPORATION AND IN
WHATEVER STYLE NAME OR FORM AND WHETHER AS PRINCIPAL OR
SURETY TOGETHER WITH INTEREST ON ALL SUCH MONEY AND
LIABILITIES TO THE DATE OF PAYMENT AT SUCH RATE OR RATES AS
MAY FROM TIME TO TIME BE CHARGED BY THE BANK IN ACCORDANCE
WITH ITS USUAL PRACTICE AND COMMISSION AND OTHER BANKING
CHARGES AND LEGAL AND OTHER COSTS CHARGES AND EXPENSES (ON A
FULL AND UNQUALIFIED INDEMNITY BASIS) INCURRED BY THE BANK
IN RELATION TO THIS CHARGE OR IN ENFORCING THE SECURITY

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

NATIONAL WESTMINSTER BANK PLC, SECURITIES DEPARTMENT, IMPACT
HOUSE, 8 CASTLE BOULEVARD, NOTTINGHAM

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

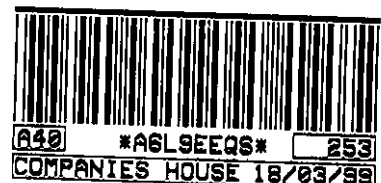
Eversheds
Fitzalan House
Fitzalan Road
Cardiff
CF2 1XZ

4.ALH'A7434

Time critical reference

For official use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

THE MORTGAGOR CHARGES TO THE BANK THE BENEFIT OF THE AGREEMENT FOR LEASE BETWEEN BRIDGEND COUNTY BOROUGH COUNCIL(1) AND THE MORTGAGOR(2) ("THE AGREEMENT") AND ALL THE ESTATE RIGHT TITLE BENEFIT ADVANTAGE PROPERTY CLAIM AND DEMAND WHATSOEVER OF THE MORTGAGOR UNDER OR PURSUANT TO THE AGREEMENT

THE MORTGAGOR ASSIGNS TO THE BANK THE RIGHT TO RECEIVE ALL MONEYS FROM TIME TO TIME DUE TO THE MORTGAGOR UNDER THE AGREEMENT

(TOGETHER "THE MORTGAGED PROPERTY")

THE MORTGAGOR UNDERTAKES WITH THE BANK THAT AT NO TIME DURING THE SUBSISTENCE OF THE SECURITY CONSTITUTED BY THIS CHARGE WILL IT SELL OR OTHERWISE DISPOSE OF THE AGREEMENT OR MORTGAGED PROPERTY OR CREATE OR PERMIT TO SUBSIST (OTHERWISE THAN IN FAVOUR OF THE BANK) ANY MORTGAGE CHARGE OR OTHER ENCUMBRANCE ON OR OVER THE AGREEMENT OR THE MORTGAGED PROPERTY OR ANY PART THEREOF

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

Particulars as to commission allowance or discount (note 3)

Signed

Eversheds

Date

15 March 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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02553654

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OVER AN AGREEMENT FOR LEASE DATED THE 11th MARCH 1999 AND CREATED BY BUSINESS IN FOCUS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NATIONAL WESTMINSTER BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 18th MARCH 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd MARCH 1999.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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