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COMPANIES FORM No. 395

Particulars of a Mortgage or charge

395

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write in
this margin

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

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

(Address overleaf - Note 5)

U2

2327895

Name of Company

* insert full name
of company

NEVIS MARKETING LIMITED

Date of creation of the charge

3rd December 1998

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

CHARGE

Amount secured by the Mortgage or charge

ALL OR ANY SUM DUE FROM THE CHARGOR TO THE CHARGE

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

ALEX LAWRIE RECEIVABLES FINANCING LIMITED ("ALRF")

BEAUMONT ROAD, BANBURY, OXON.

Postcode

OX16 7RN

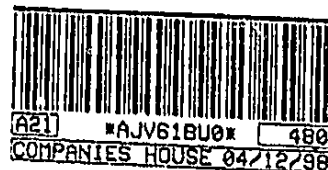
Presenter's name address and
reference (if any):

ALEX LAWRIE
RECEIVABLES
FINANCING LIMITED
VANBRUGH HOUSE
BOTLEIGH GRANGE
HEDGE END
SOUTHAMPTON
SO30 2AF

For official Use
Mortgage Section

Post Room

Time critical reference



Short particulars of all the property mortgaged or charged

By way of a First Fixed Charge on all book and other debts present and future as are not sold to and bought by Alex.Lawrie Receivables Financing Limited under an Agreement dated 3rd December 1998 and by way of a Floating Charge on all proceeds of book and other debts present and future with the payment to Alex.Lawrie Receivables Financing Limited either under or in connection with any agreement or contract at any time subsisting between us and Alex.Lawrie Receivables Financing Limited for the sale and purchase of debts or under or in connection with any bill of exchange or other negotiable instrument to which both we and Alex.Lawrie Receivables Financing Limited are parties.

The Company shall not discount, sell, mortgage, charge or otherwise deal in or with its debts present and future other than with the written consent of Alex.Lawrie Receivables Financing Limited.

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write in this
margin

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

Particulars as to commission allowance or discount (note 3)

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Signed



Date

3/12/98

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.
5. The address of the Registrar of Companies is:
COMPANIES HOUSE, CROWN WAY, MAINDY, CARDIFF CF4 3UZ

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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


COMPANY No. 02327895

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE DATED THE 3rd DECEMBER 1998 AND CREATED BY NEVIS MARKETING LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ALEX LAWRIE RECEIVABLES FINANCING LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 4th DECEMBER 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th DECEMBER 1998.


D. JENKINS

for the Registrar of Companies



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