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legibly, preferably
in black type, or
bold block lettering

*insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

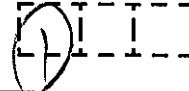
A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number



3612551

Name of company

* HAMPSHIRE TRUST FACTORS LIMITED (the "Company")

Date of creation of the charge

26 March 1999

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

Floating Charge Debenture dated 26 March 1999 (the "Floating Charge")

Amount secured by the mortgage or charge

All monies and liabilities, whether of principal, interest or other amounts certain or contingent, which at the date of the Floating Charge or thereafter may be or become due or owing by the Company to Hampshire Trust Plc (the "Bank") under or pursuant to the Floating Charge or an agreement for a loan facility dated 26 March 1999 (the "Loan Agreement") pursuant to which the Bank has agreed, subject to the terms and conditions thereof, to make a loan to the Company up to an amount of £3,000,000 for the purposes therein stated.

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

Hampshire Trust Plc (the "Bank"), Fareham House, High Street, Fareham, Hampshire

Postcode PO16 7BB

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

Field Fisher Waterhouse
35 Vine Street
London
EC3N 2AA

Ref: ISB/395.08.1fd

Time critical reference

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

All property undertaking assets and income of the Company both present and future of whatsoever nature and wheresoever situated not at the date of the Floating Charge effectively charged to the Bank (the "Assets").

In the Floating Charge the Company covenants with the Bank that the Company shall not grant or permit to subsist any encumbrance of all or any part of the Assets without the prior written consent of the Bank.

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed

Heather A. Whitehouse
(Solicitor)

Date 6 April 1999

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

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

† 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 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-
Companies House, Crown Way, 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. 03612551

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FLOATING CHARGE DEBENTURE DATED THE 26th MARCH 1999 AND CREATED BY HAMPSHIRE TRUST FACTORS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO HAMPSHIRE TRUST PLC UNDER OR PURSUANT TO THE FLOATING CHARGE OR THE LOAN AGREEMENT OF EVEN DATE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 7th APRIL 1999.

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

[Handwritten signature]



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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