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COMPANIES FORM No. 395

Particulars of a charge

395

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

6 8

1161716

Name of company

RAY JAMES

Limited

Date of creation of the charge

24TH OCTOBER 1997.

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

FIXED CHARGE SUPPLEMENTAL TO A DEBENTURE DATED 3.6.1974 ISSUED BY THE
COMPANY

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 the Bank upon any account and in any manner whatsoever.

PURSUANT TO THE TERMS OF THE AFORESAID DEBENTURE

Short particulars of all the property mortgaged or charged

PLEASE SEE OVER

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

BARCLAYS BANK PLC

54 LOMBARD STREET
LONDON EC3P 3AH

Presentor's name, address and
reference (*if any*): 20 - 84 41

BARCLAYS SECURITIES CENTRE
P.O. BOX 299
BIRMINGHAM
B1 3PF

For official use

Mortgage section

Post room



Time critical reference

Particulars as to commission, allowance or discount

Please do not
write in this
margin

FOR BARCLAYS BANK PLC

Signed

Date

31 OCT 1997

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

MANAGER
Designation of position in relation to the company: BARCLAYS SECURITIES CENTRE

SHORT PARTICULARS OF ALL THE PROPERTY MORTGAGED OR CHARGED

BY WAY OF FIXED CHARGE ALL RIGHT TITLE AND INTEREST OF THE COMPANY IN OR ARISING OUT OF A FACTORING, INVOICE DISCOUNTING, OR SALES LEDGER FINANCING, AGREEMENT DATED 1.10.97 BETWEEN ALEX LAWRIE RECEIVABLES FINANCING LIMITED AND THE COMPANY AND ANY DEED AMENDING OR REPLACING THE SAME (ALL SUCH DEEDS BEING HEREINAFTER CALLED THE "CHARGED DEEDS") AND ALL BOOK DEBTS AND OTHER DEBTS THE SUBJECT OF THE CHARGED DEEDS AS AND WHEN THE SAME SHALL BECOME DUE OR OWING TO THE COMPANY UPON RE-VESTING IN THE COMPANY WHETHER PURSUANT TO THE CHARGED DEEDS OR OTHERWISE.

DURING THE CONTINUANCE OF THE SECURITY THE COMPANY SHALL:

- (i) FORTHWITH AND FROM TIME TO TIME WHENEVER SO REQUIRED, GIVE AN AUTHORITY OR AUTHORITIES IRREVOCABLE WITHOUT THE CONSENT OF THE BANK TO PAY TO THE BANK ALL MONEYS (IF ANY) FROM TIME TO TIME PAYABLE TO THE COMPANY UNDER THE CHARGED DEEDS;
- (ii) ON DEMAND IN WRITING MADE TO THE COMPANY BY THE BANK, EXECUTE AN ASSIGNMENT OR VALID LEGAL MORTGAGE IN SUCH FORM AS THE BANK MAY REQUIRE OF THE CHARGED DEEDS;
- (iii) PAY INTO ITS ACCOUNT WITH THE BANK ALL MONEYS WHICH IT MAY RECEIVE IN RESPECT OF THE CHARGED DEEDS OR THE BOOK DEBTS AND OTHER DEBTS CHARGED UNDER THE SECURITY AND SHALL NOT WITHOUT THE PRIOR CONSENT OF THE BANK IN WRITING PURPORT TO CHARGE OR ASSIGN THE SAME IN FAVOUR OF ANY OTHER PERSON (OTHERWISE THAN PURSUANT TO THE CHARGED DEEDS) AND SHALL IF CALLED UPON TO DO SO BY THE BANK EXECUTE A LEGAL ASSIGNMENT OF SUCH BOOK DEBTS AND OTHER DEBTS TO THE BANK.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01161716

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FIXED CHARGE SUPPLEMENTAL TO A DEBENTURE DATED 3 JUNE 1974 ISSUED BY THE COMPANY DATED THE 24th OCTOBER 1997 AND CREATED BY RAY JAMES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC ON ANY ACCOUNT WHATSOEVER PURSUANT TO THE TERMS OF THE AFORESAID DEBENTURE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 3rd NOVEMBER 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 5th NOVEMBER 1997.

A handwritten signature in dark ink, appearing to read 'J. M. Evans'.

J. M. EVANS

for the Registrar of Companies



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

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5-33-97
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