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*insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

R. B. Sect.

3304

£40x4

395

COMPANIES HOUSE

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

SA SP

2034991

Name of company

* RUSHBOND PLC

Date of creation of the charge

23 June 2000

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

GENERAL SECURITY ASSIGNMENT

Amount secured by the mortgage or charge

Any and all sums (of principal, interest, fees or otherwise) due or to
become due from the Company to the Bank.

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

Dunbar Bank plc
9-15 Sackville Street
London
W1A 2JP

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

D J Freeman
1 Fetter Lane
LONDON

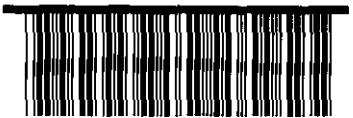
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Time critical reference

For official use
Mortgage Section

Post room



LD7
COMPANIES HOUSE

L81R284G

0431
12/07/00

(B) Sums which shall from time to time become payable to the Company by the Obligee under the Contract or any provision thereof; and

None

Date 12 July 2000

† delete as appropriate

- 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.

(C) The Company's rights arising out of or in connection with any breach or default by the Obligor of or under any of the terms covenants and conditions of the Contract.

The Assignment contains a covenant by the Company with the Bank not to further assign or create any encumbrance over the property the subject matter of the Charge or any part thereof.

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binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

FILE COPY



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

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

COMPANY No. 02034991

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A GENERAL SECURITY ASSIGNMENT DATED THE 23rd JUNE 2000 AND CREATED BY RUSHBOND PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO DUNBAR BANK PLC WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 12th JULY 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th JULY 2000.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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