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* Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

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



395

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

For official use Company number

Name of company

* JD Finance Limited

9

3899003

Date of creation of the charge

4 October

2000

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

Master Deed of Assignment and Fixed Charge

Amount secured by the mortgage or charge

All monies now or from time to time owing by the Company to Heywood Finance Limited ("Heywood") and otherwise the performance and observation of all obligations and liabilities from time to time owed or incurred to Heywood by the Company whether before, on or after the date of the Deed of Assignment, whether under Heywood Finance Agreements (being agreements made or to be made between Heywood and the Company for the supply of goods by Heywood to the Company on credit, hire, sale or return, or otherwise), and whether as principal or as surety whether alone or jointly and/or severally whether present or future whether monetary or non-monetary actual or contingent and liquidated or unliquidated and whether arising in contract tort restitution or breach of statutory duty.

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

HEYWOOD FINANCE LIMITED Reg No 3160517 of Bracken House, Charles Street,
Manchester

Postcode M1 7BD

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

Lester Aldridge
Russell House, Oxford Road
BOURNEMOUTH BH8 8EX
DX 7623 Bournemouth 1
Ref: 3.PG.HEY.4.3

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slmst chge 395 (6 9 00)

Time critical reference

For official use
Mortgage section

Post room



A39
COMPANIES HOUSE

0472
20/10/00

Short particulars of all the property mortgaged or charged

1. Assignment with full title guarantee by the Company by way of security in favour of Heywood of all the Company's rights and interest in:
 - 1.1 all Sub-Hire Agreements, (being agreements between the Company and its customers for the hire or other supply of goods (being goods supplied under Heywood Finance Agreements) to customers and all rights under such agreements, including all rights to Sub-Hire Rentals) previously, now or from time to time after the date of the Assignment entered into by the Company as shall be specified in Supplementary Schedules;
 - 1.2 all Sub-Hire Rentals in respect of such Sub-Hire Agreements;
 - 1.3 the rights of the Company under any Customer Securities taken in respect of such Sub-Hire Agreements and the Sub-Hirers under them;
 - 1.4 such insurance policies as the Company may have taken out in respect of such Sub-Hire Agreements or the goods let under them and all claims and proceedings arising thereunder;

Cont'd

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

Particulars as to commission allowance or discount (note 3)

N/A

Signed

Lester Aldridge

Date

17 October 2000

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. 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.

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Particulars of a mortgage or charge (continued)

Continuation sheet No 1
to Forms Nos 395 and 410 (Scot)

Company number

3899003

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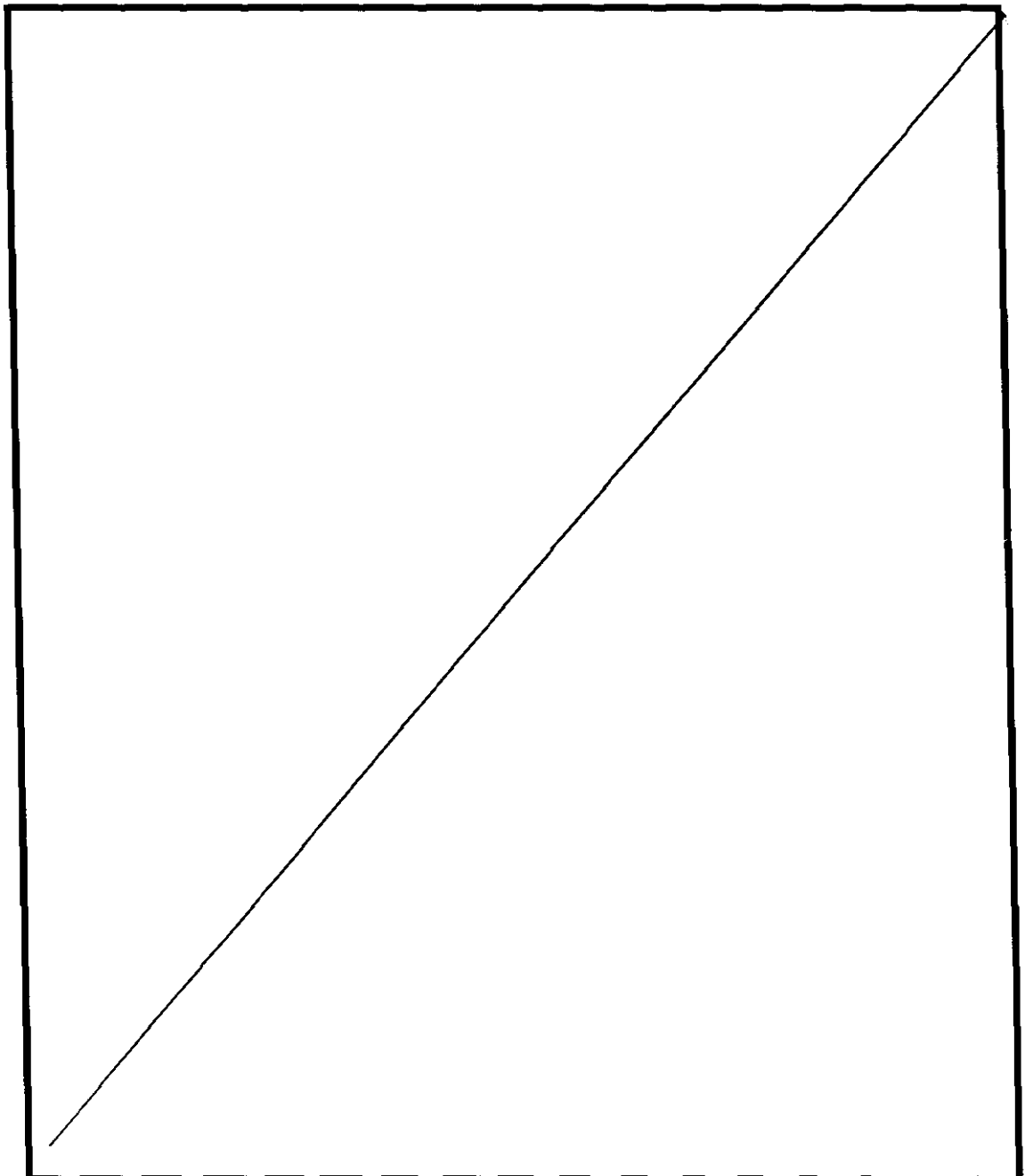
Name of company

JD FINANCE

Limited*

*Delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)



Amount due or owing on the mortgage or charge (continued)

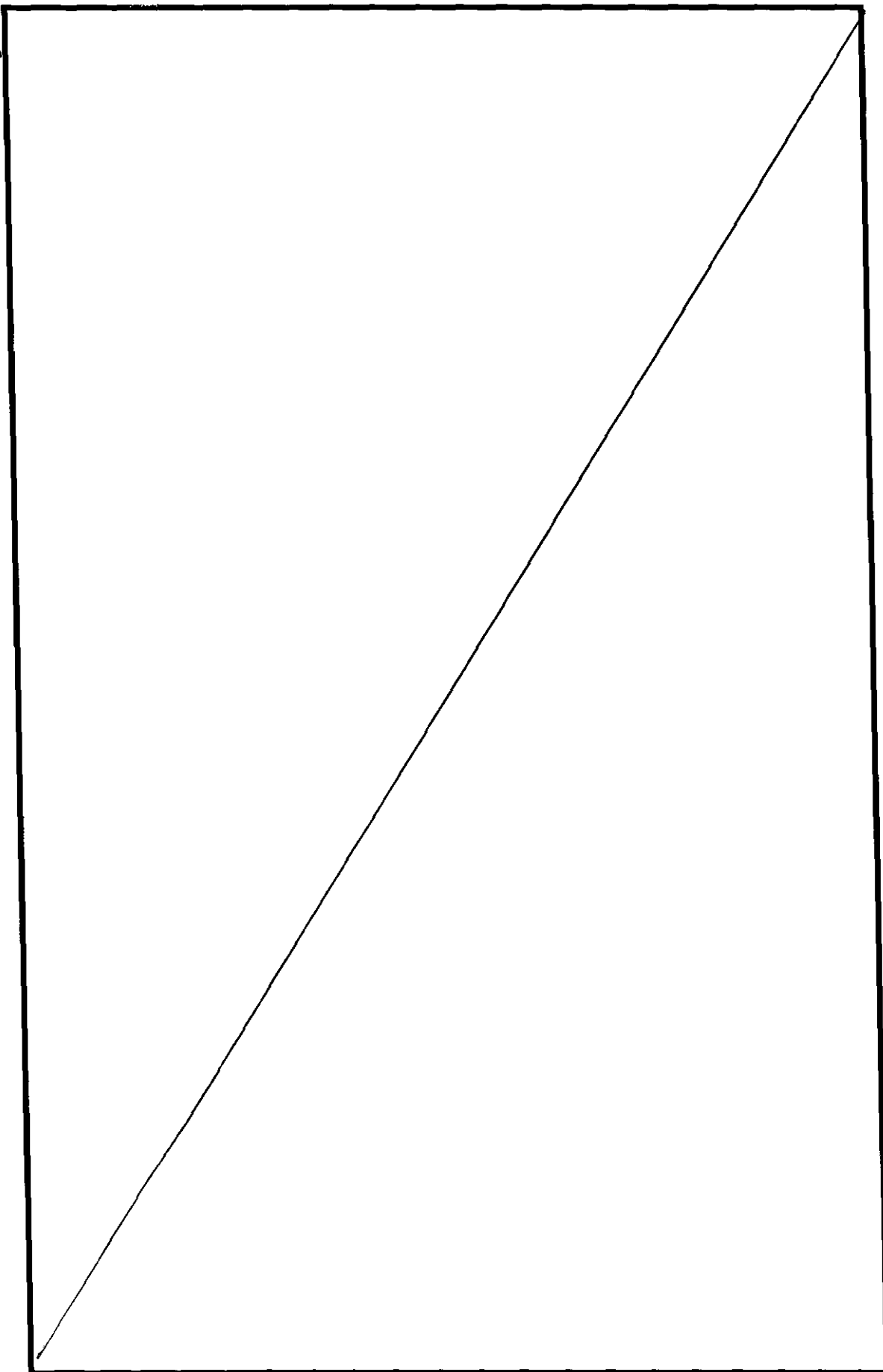
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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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2. By way of first fixed charge:
- 2.1 all the Company's rights and interest in any Sub-Hire Agreements previously now or from time to time after the date of the Deed of Assignment entered into by the Company (and against the Sub-Hirers under such agreements); and
 - 2.2 all its rights and interest in any Sub-Hire Rentals; and
 - 2.3 the rights of the Company under any Customer Securities previously now or from time to time taken by the Company (and against the persons giving them under such Customer Securities); and
 - 2.4 such insurance policies as the Company may have taken out in respect of such Sub-Hire Agreements or the goods let under them and all claims or proceeds arising thereunder;
- as shall not have been assigned to Heywood by way of security under paragraph 1 above.

N.B. The charge contains a prohibition on the Company granting or permitting to be created any further mortgage or charge pledge assignment or encumbrance of or over any of the assets and rights assigned to Heywood under the Deed of Assignment and all Supplementary Schedules (and includes any part of it) or sell or otherwise dispose of any such assets or interest in them or attempt to do so or attempt to do any of such things or do or omit to do anything which could in any way prejudice the security of Heywood under the Deed of Assignment.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03899003

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SCHEDULE SUPPLEMENTARY TO A DEED OF ASSIGNMENT AND FIXED CHARGE 4 OCTOBER 2000 DATED THE 4th OCTOBER 2000 AND CREATED BY JD FINANCE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO HEYWOOD FINANCE LIMITED UNDER HAYWOOD FINANCE AGREEMENT (AS DEFINED IN THE DEED OF ASSIGNMENT) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 20th OCTOBER 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 25th OCTOBER 2000.

LR.
DX



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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