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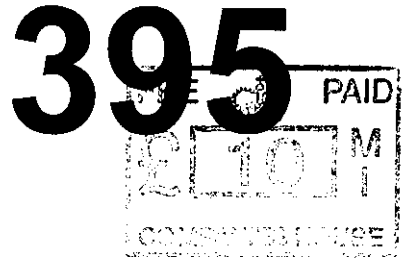
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legibly, preferably in
black type, or bold
block lettering.

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

For official use

Company number

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

56

02714185

Name of Company

VENSON AUTOMOTIVE SOLUTIONS LTD

Date of creation of the charge

01/05/2003
Note:-
Certificate Of Assignment Pursuant to a Master Assignment Dated 20/06/2000

Amount secured by the mortgage or charge

All sums due and to become due to the Charge pursuant to the terms of Agreements entered and to be entered into from time to time between the Chargee and the Company and all costs charges and expenses incurred by the Charge to enforce any of the provisions of the Master Assignment.

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

CAPITAL BANK LEASING 4 LIMITED, THISTLE HOUSE, CITY ROAD, CHESTER.
Postcode CH88 3AN

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

Corrina Abram - Supervisor
Capital Bank Plc
Specialist Finance
City Road
Chester
CH88 3AN

Time critical reference

For Official Use (02/00)

Mortgage Section

Post Room



A11
COMPANIES HOUSE

0301
15/05/03

Short particulars of all the property mortgaged or charged

"Assignment by way of security of :-

All monies due and to become due to the Company under the Sub-Hire Agreements specified in the Schedule to the Certificate of Assignment ("the Assigned Agreement").

The Benefit of all guarantees, indemnities, negotiable instruments and securities taken by the Company in connection with the Assignment Agreements.

The Master Assignment dated 20/06/2000 a proviso for re-assignment to the Company upon payment of all monies due to the Chargee.

The Company is prohibited from creating any mortgage charge or other encumbrance in favour of any third party affecting the assigned property without the previous consent in writing of the Chargee".

Please do not 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

On behalf of [company] [mortgage/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 despatched 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, e.g. "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

Agreements by
Certificate of Assignment Date
Between 01/05/2003 And 01/05/2003



Specialist Finance
Business Banking Division

CHC Name: VENSON AUTOMOTIVE SOLUTIONS LTD

COA Date: 01/05/2003

Agreement Number	Contract Number	EUC Name	Registration
44-308-25-552900	747	ILFORD IMAGING LIMITED	BF03TWY

Total Agreements:	1
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FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02714185

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CERTIFICATE OF ASSIGNMENT PURSUANT TO A MASTER ASSIGNMENT DATED 20/06/2000 DATED THE 1st MAY 2003 AND CREATED BY VENSON AUTOMOTIVE SOLUTIONS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CAPITAL BANK LEASING 4 LIMITED UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 15th MAY 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19th MAY 2003.

A handwritten signature in black ink, appearing to be 'R. S.', written diagonally.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES