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Particulars of a mortgage or charge

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9710/16**395****CHFP000**Please do not write this
this margin

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

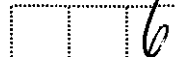


Please complete legibly,
preferably in black type,

or bold block lettering

To the Registrar of Companies
(address overleaf - note 5)

For official use



Company number

02714185

Name of Company

VENSON AUTOMOTIVE SOLUTIONS LIMITED

Date of creation of the charge

10TH APRIL 2001

Certificate Of Assignment Pursuant to a Master Assignment Dated

20TH JUNE 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 2 LIMITED, THISTLE HOUSE, CITY ROAD,
CHESTER X

Postcode CH88 3AN

Presentor's name, address and
reference (if any):
Carolyn Gibson - Controller
Capital Bank plc
Corporate Finance
City Road
Chester
CH88 3AN

For Official Use

Mortgage Section

Post Room



A01
COMPANIES HOUSE

0292
12/04/01

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 20TH JUNE 2000 contains 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".

Particulars as to commission allowance or discount

(NOTE 3)

nil

C. Gibson

Date

10.4.01

On behalf of chargee

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.

A description of the instrument, e.g. "Trust Deed", "Debenture", "Mortgage", or "Legal charge", etc., as the case may be, should be given.

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.

If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.

The address of the Registrar of Companies is:- Companies House, Crown Way, Cardiff, CF4 3UZ

Schedule to Certificate of Assignment

Agreement No.	Vehicle Description	Customer Name	Contract No.	Reg Number
45.308.25.521562	AUDI NEW A6 2.7T	NELSON BAKEWELL LIMITED	CHS64216	X292EEEX

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 20th JUNE 2000 DATED THE 10th APRIL 2001 AND CREATED BY VENSON AUTOMOTIVE SOLUTIONS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CAPITAL BANK LEASING 2 LIMITED PURSUANT TO THE TERMS OF AGREEMENTS WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 12th APRIL 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17th APRIL 2001.

A handwritten signature in black ink, appearing to be 'JP' or similar, located on the left side of the page.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES