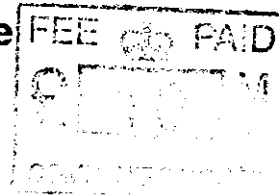


M

COMPANIES FORM No. 395

101338

Particulars of a mortgage or 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
(Address overleaf - Note 5)

For official use

Company number

		1
--	--	---

3464366

Name of company

* insert full name
of Company

* BUSINESS RANG LTD.

Date of creation of the charge

2/9/00

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

ALL ASSETS DEBENTURE

Amount secured by the mortgage or charge

ALL AMOUNTS DUE OR THAT SHALL BECOME DUE UNDER ANY
FACTORING, DISCOUNTING OR CLIENT AGREEMENT TO BE ENTERED
INTO NOW OR AT A FUTURE DATE AND ANY REVISION THEREOF

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

FAIRFAX GERRARD HOLDINGS LIMITED
45-47 STATION ROAD, GERRARDS CROSS
BUCKS SL9 8ES

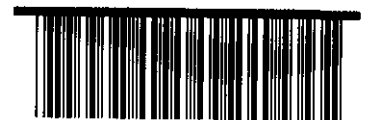
Postcode

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

FAIRFAX GERRARD HOLDINGS LIMITED
45-47 STATION ROAD, GERRARDS CROSS
BUCKS SL9 8ES

For official Use
Mortgage Section

Post room



A31
COMPANIES HOUSE

0221
14/09/00

Time critical reference

The Company with full title guarantee hereby charges in favour of the Securityholder with the payment of the monies hereby secured as follows:

a fixed charge by way of legal mortgage on all and any freehold and leasehold property now vested in the Company (including land of which the Company is registered as Proprietor at H.M. Land Registry details of which are set out in the Third Schedule hereto) together with all fixtures and fittings (including trade fixtures and fittings) and fixed plant machinery from time to time therein or thereon;

a fixed charge on all the goodwill and unpaid and/or uncalled capital for the time being of the Company and/or all other (if any) the freehold and leasehold property hereafter vested from time to time in the future in the Company;

a fixed charge upon all stocks shares and securities negotiable or otherwise and documents evidencing title to or right to possession of any property at any time deposited with the Securityholder and the property mentioned in such documents;

a fixed charge on all the Book Debts and other Debts of the Company both present and future including things in action which may give rise to such Book Debts and other Debts sold by the Company and purchased by the Securityholder in accordance with the Financing Agreement and not repurchased by the Company pursuant to the provisions thereof);

a floating charge on all the undertaking and all the property rights and assets of the Company whatsoever and wheresoever both present and future not subject to a fixed charge hereunder.

Short particulars of all the property mortgaged or charged

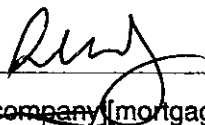
Please do not
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this margin

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

AS PER THE ATTACHED NOVATION

Particulars as to commission allowance or discount (note 3)

Signed



Date 12/9/00

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 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF4 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03464366

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ALL ASSETS DEBENTURE DATED THE 2nd SEPTEMBER 2000 AND CREATED BY BUSINESS PLANS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO FAIRFAX GERRARD HOLDINGS LIMITED UNDER ANY FACTORING DISCOUNTING OR CLIENT AGREEMENT WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 14th SEPTEMBER 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18th SEPTEMBER 2000 .

R. Pam



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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