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in black type, or
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* insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

112

3379228

Name of company

* ENBOR LIMITED

Date of creation of the charge

29th October 1997

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

DEBENTURE

Amount secured by the mortgage or charge

THE PAYMENT OBLIGATIONS AS DEFINED IN THE DEBENTURE BEING THE SECOND AND THIRD PAYMENTS (TOGETHER WITH INTEREST THEREON) PURSUANT TO A SALE AGREEMENT BETWEEN M IQBAL (1) SANNE TRUST COMPANY LIMITED (2) AND ENBOR LIMITED (3) IN RESPECT OF SHARES IN MONITOR AUDIO LIMITED

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

SANNE TRUST COMPANY LIMITED
8 QUEENSWAY HOUSE
QUEEN STREET
ST HELIER JERSEY CI

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

EAU/AM
Heurition Bede & Shaw, Sol
Shakespeare House
42 Newmarket Road
Cambridge CB5 8EP.

Time critical reference

For official use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

ALL ASSETS AND UNDERTAKING OF THE COMPANY INCLUDING ALL FREEHOLD AND LEASEHOLD PROPERTY, BOOK DEBTS, OTHER MONETARY DEBTS AND CLAIMS, COPYRIGHT PATENTS AND TRADEMARKS, INTERESTS IN SECURITIES, GOODWILL AND STOCK AS SET OUT IN THE DEBENTURE

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

Particulars as to commission allowance or discount (note 3)

Signed



Date

29 Oct 1997

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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03379228

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 29th OCTOBER 1997 AND CREATED BY ENBOR LIMITED FOR SECURING THE PAYMENT OBLIGATIONS ON THE PART OF THE COMPANY TO PAY THE SECOND AND THIRD PAYMENT TO SANNE TRUST COMPANY LIMITED ("THE DEBENTURE HOLDER") PURSUANT TO A SALE AGREEMENT OF EVEN DATE IN RESPECT OF SHARES IN MONITOR AUDIO LIMITED WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 12th NOVEMBER 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th NOVEMBER 1997.

A.P. GWYNNE

for the Registrar of Companies

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12/11



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