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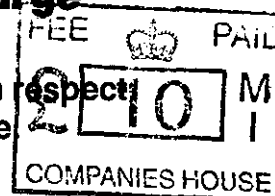
Please complete
legibly, preferably
in black type, or
bold block lettering

*insert full name
of Company

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



395

A Fresh
#10
801158

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

112

02138358

Name of company

* DANMERE LIMITED

Date of creation of the charge

14 APRIL 2000

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

DEBENTURE

Amount secured by the mortgage or charge

ALL MONIES AND LIABILITIES WHICH ARE NOW OR SHALL AT ANY TIME
SUBSEQUENTLY BE DUE, OWING OR INCURRED BY THE COMPANY TO THE LENDERS ON
ANY ACCOUNT, WHETHER ACTUALLY OR CONTINGENTLY, PRESENTLY OR IN THE
FUTURE, SOLEY OR JOINTLY WITH ANY OTHER PERSON AND WHETHER AS PRINCIPAL
OR SURETY PURSUANT TO THE TERMS OF THE LOAN AGREEMENT DATED 14 APRIL
2000 MADE BETWEEN THE COMPANY (1) THE LENDERS (2) K AUSTIN AND OTHERS
(3) AND 3I GROUP PLC (4)

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

MICHAEL HURNEY OF 148 STREETLY LANE, SUTTON COLDFIELD, WEST MIDLANDS
B74 4TD; BRIAN ANDROLIA, DRAYCOTT HOUSE, KEMPSEY, WORCESTER, WR5 3NY;
RICHARD KENDLE, STIDULFE, MEADE, SEAL, SEVENOAKS, KENT, TH15 0AG; JAMES
LANE HOLDINGS, 19 HAVELOCK, DOUGLAS ISLE OF MAN

Postcode

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

Gateley Wareing
Windsor House
Temple Row
Birmingham
B2 5JR

For official Use
Mortgage Section

Deed Recd.
Post room



Time critical reference

Short particulars of all the property mortgaged or charged

BY WAY OF FIRST FIXED CHARGE:-

1. ALL FREEHOLD AND LEASEHOLD LAND WHICH IS NOW OR MAY AT ANY TIME IN THE FUTURE BECOME VESTED IN THE COMPANY INCLUDING ANY LAND TOGETHER WITH ALL BUILDINGS AND FIXTURES (INCLUDING TRADE FIXTURES) AND FIXED PLANT AND MACHINERY FROM TIME TO TIME ON OR IN SUCH BUILDINGS;
2. ALL INTERESTS IN FREEHOLD AND LEASEHOLD LAND OR IN THE PROCEEDS OF SALE OF SUCH LAND TO WHICH THE COMPANY IS NOW OR MAY IN THE FUTURE BECOME BENEFICIALLY ENTITLED;
3. ALL BOOK DEBTS AND OTHER DEBTS NOW DUE FROM TIME TO TIME SUBSEQUENTLY DUE, OWING OR INCURRED TO THE COMPANY BUT NOT INCLUDING SUCH DEBTS (IF ANY) AS BRIAN ANDROLIA, MICHAEL HURNEY, RICHARD KENDLE AND JAMES LANE HOLDINGS (THE LENDERS) MAY FROM TIME TO TIME HAVE AGREED IN WRITING WITH THE COMPANY SHALL NOT BE THE SUBJECT OF THIS FIXED CHARGE;
4. ALL RIGHTS AND INTERESTS IN AND CLAIMS UNDER ALL POLICIES OF INSURANCE AND ASSURANCE NOW OR SUBSEQUENTLY HELD BY OR ON BEHALF OR TO THE BENEFIT OF THE COMPANY;
5. ALL GOODWILL AND UNCALLED CAPITAL FROM TIME TO TIME OF THE COMPANY;
6. ALL STOCKS AND SHARES AND ALL COPYRIGHTS, PATENTS, TRADEMARKS,

SEE CONTINUATION SHEET

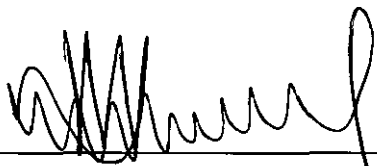
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Please complete legibly, preferably in black type, or bold block lettering

Particulars as to commission allowance or discount (note 3)

N/A

Signed



Date 18 APRIL 2000

On behalf of [company] [mortgagee/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 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 CF14 3UZ

Short particulars of all the property mortgaged or charged

INVENTIONS, DESIGN, RIGHTS, KNOW-HOW, DOMAIN NAMES, WEB SITES, SOFTWARE, TECHNOLOGY, SOFTWARE, ALGORITHMS AND APPLICATIONS AND OTHER INTELLECTUAL PROPERTY RIGHTS, WHETHER OR NOT CAPABLE OF PROTECTION BY REGISTRATION, AND THE BENEFIT OF ANY PENDING APPLICATIONS FOR ANY SUCH RIGHTS OR BENEFITS DERIVING FROM THEM INCLUDING (WITHOUT LIMITATION) THE RIGHT TO RECEIVE ANY ROYALTY, COMMISSION OR OTHER PAYMENT IN RESPECT OF ANY SUCH ASSET; AND

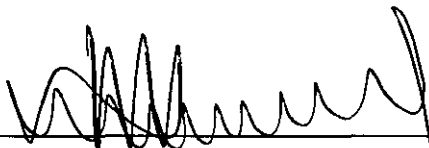
BY WAY OF FIRST FLOATING CHARGE, ALL OTHER ASSETS AND UNDERTAKING OF THE COMPANY AND ALL ITS PROPERTY, BOTH PRESENT AND FUTURE, NOT OTHERWISE CHARGED

PURSUANT TO THE ABOVE.

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)

Signed 

Date 18 April 2000

On behalf of [company] [mortgagee/chargee] †

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- 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
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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. 02138358

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 14th APRIL 2000 AND CREATED BY DANMERE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO MICHAEL HURNEY, BRIAN ANDROLIA, RICHARD KENDLE, JAMES LANE HOLDINGS PURSUANT TO THE TERMS OF THE LOAN AGREEMENT DATED 14 APRIL 2000 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 3rd MAY 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 4th MAY 2000.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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