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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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

[3]

1969097

Name of company

* DELAWARE COMMUNICATIONS PLC

* insert full name
of company

Date of creation of the charge

14th January 1998

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

Mortgage Deed ("the Mortgage")

Amount secured by the mortgage or charge

See Rider A

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

Lloyds Bank Plc, Regional Securities Centre, PO Box 70

123 Colmore Row, Birmingham

Postcode

B3 3AE

Presentor's name address and
reference (if any):Martineau Johnson
St Philips House
St Philips Place
Birmingham B3 2PP

Ref; JCR

For official Use

Mortgage Section

Post room



Time critical reference

CO 395
Shaw & Sons Ltd.,
Shawway House,
London SE26 5AE
QLA 4943

Short particulars of all the property mortgaged or charged

See Rider B

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)

Nil

Signed



Date

16/11/98

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.

RIDER A

Amount secured by the Mortgage

All money and liabilities whether certain or contingent which then were or at any time thereafter might be due owing or incurred by the Company to Lloyds Bank Plc ("the Bank") or for which the Company might be or become liable to the Bank on any current or other account or in any manner whatever (and whether alone or jointly with any other person and in whatever style, name or form and whether as principal or surety) together with interest to the date of payment commission banking charges and any legal, administrative or other costs charges and expenses incurred by the bank in relation to the Mortgage or in enforcing the security thereby created and a reasonable fee for any work undertaking by the Bank in relation to such enforcement.

RIDER B

Short particulars of all the property mortgaged or charged

- First: The plant machinery chattels or other equipment of the Company described in the schedule below together with, all additions alterations accessories replacements and renewals from time to time thereto and any component parts thereof from time to time held by the Company (whether or not attached thereto) (the "Mortgaged Chattels", which expression shall include all or any part thereof).
- Secondly: The benefit of any guarantee, warranty or other obligation in relation to the Mortgaged Chattels given or incurred by any manufacturer, supplier or other person and the benefit so far as enjoyed by the Company of all agreements for the maintenance, repair or upkeep of the Mortgaged Chattels.
- Thirdly: The benefit of all agreements now or hereafter entered into by the Company or the benefit of which is otherwise vested in the Company for the bailment or (in Scotland) the hiring of the Mortgaged Chattels and all agreements now or hereafter entered into under which the Mortgaged Chattels are bailed or (in Scotland) hired on hire purchase or sold under a conditional sale agreement or other instalment credit agreement and all sums now or hereafter due under any such agreement and the full benefit of any such agreement.
- Fourthly: All copyrights, patents, trademarks, servicemarks, brand names, inventions, design rights, know-how and other intellectual property rights in or relating to the Mortgaged Chattels or licences to use the same whether registered or unregistered and the benefit of any pending applications for the same and all benefits deriving therefrom including but not limited to royalties, fees, profit sharing agreements and income arising therefrom now or at any time hereafter held by or belonging to the Company together with the

licence (if any) to use particular software or computer programmes in relation to the Mortgaged Chattels.

Fifthly: The full benefit of the Company's rights and interest (if any) in and to all insurance effected by the Company or by any other person of the Mortgaged Chattels or the use thereof.

SCHEDULE

Description of the plant, machinery and other equipment mortgaged

1. The Company's vehicle fleet as detailed on the attached sheets headed "Motor Vehicles"; and
2. The Company's fixed and loose plant and machinery kept at the Company's registered address at Lee Bank House 55 Holloway Head Birmingham B1 1HP as detailed on the attached sheet headed "Fixed and Loose Plant & Machinery"

The expression "Mortgaged Property" means the Mortgaged Chattels and all other rights and benefits Secondly, Thirdly, Fourthly and Fifthly described above and references to the "Mortgaged Property" include references to any part of it.

The mortgages created by the Mortgage are as regards the Mortgaged Property First, Secondly, Thirdly, Fourthly and Fifthly described fixed first mortgages and if the Mortgage or any part or parts thereof shall for any reason be ineffective as a fixed mortgage the Mortgage or such part or parts shall operate as a floating charge.

The Company may not without the consent in writing of the Bank:

- (i) sell, assign, hire, lease or part with or share possession or otherwise dispose of the Mortgaged Property, or agree to do any such thing or permit or suffer any distress or execution to be levied upon the Mortgaged Property;
- (ii) create or permit to subsist or arise any mortgage, debenture, hypothecation, charge, assignment by way of security, pledge or lien or any other encumbrance or security whatsoever (save a lien arising by operation of law in the ordinary course of business) upon the Mortgaged Property;
- (iii) make or suffer to be made any alteration or addition of a substantial nature in or to the Mortgaged Property other than for the purpose of effecting repair as mentioned in the Mortgage.

DELAWARE COMMUNICATIONS PLC

MOTOR VEHICLES

A "Ford" Escort 1.3L 5 Door Hatchback
First registered 10th June 1987
Recorded mileage 69,818
Registration No. D652 CFP
(MOT November 1998)

A "Volkswagen" Polo Fox 1.0 Litre 3 Door Hatchback
First registered 1st May 1993
Recorded mileage 97,723
Registration No. K681 AOH
(MOT April 1998)

A "Nissan" Primera 1.6L 5 Door Hatchback
First registered 30th April 1993
Recorded mileage 100,383
Registration no. K632 AOH
(MOT March 1998)

A "Nissan" Patrol LWB 3.3L Diesel Station Wagon
First registered 11th August 1989
Recorded mileage 145,575
Registration no. G444 DOP
(MOT July 1998)

A "Volkswagen" Caravelle Class A Minibus
8+1 Petrol 2500 cc
First registered 1st July 1993
Recorded mileage 64,000
Registration no. K940 GNV
(MOT June 1998)

A "Ford" Transit 190 Diesel LWB Panel Van
First registered 11th March 1992
Recorded mileage 116,716
Registration no. J47 PEA
(MOT July 1998)

A "Ford" Escort Popular 1.3 3 Door Hatchback
First registered 14th May 1991
Recorded mileage 37,011
Registration no. H771 POE
(MOT July 1998)

A "Mercedes" 200E Automatic 4 Door Saloon
First registered 1st August 1991
Recorded mileage 122,397
Registration no. H2 PFP
(MOT July 1998)

DELAWARE COMMUNICATIONS PLC

FIXED & LOOSE PLANT & MACHINERY

A "Sedgwick" Single Spindle Moulder with Dust Extraction Unit

A "Sedgwick" 8" x 7" Planer Thicknesser

An "ELU" RAS1251 Radial Arm Cut Off Saw and Bench
Serial No. 0712

A "Startrite" 275 Sawbench
Serial No. 36937

A "Startrite" Single Bag Dust Extraction Unit and Galvanised Trunking

A "Sedgwick" Chisel Morticer

A "Nu Tool" DP16-12 12 speed Drill Press
Serial No. 906672

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01969097

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE DEED DATED THE 14th JANUARY 1998 AND CREATED BY DELAWARE COMMUNICATIONS PUBLIC LIMITED COMPANY FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO LLOYDS BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 16th JANUARY 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21st JANUARY 1998.

A handwritten signature in dark ink, appearing to read 'R. N. Owens'.

RICHARD NEIL OWENS

for the Registrar of Companies



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

22/1/98