

403a

Please do not
write in
this margin

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

For official use Company number

2

03985629

* Insert full name
of company

Name of company

*Memec Group Holdings Limited (the "Company")

† Delete as appropriate

‡ Insert a description of the instrument(s) creating or evidencing the charge, eg 'Mortgage', 'Charge', 'Debenture' etc.

§ The date of registration may be confirmed from the certificate

Ø Insert brief details of property

1, Neil Taylor
of Chemin de la Brive 9, 1380 LASNE, Belgium

(a director) ~~(the secretary)~~ ~~(the administrator)~~ ~~(the secretary)~~ of the above company, do solemnly and sincerely declare that the debt for which the charge described below was given has been paid or satisfied in (full) ~~(full)~~ ~~(full)~~

Date and Description of charge ‡	Debenture dated 28 May 2004
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Date of Registration § 15 June 2004

Name and address of [chargee] ~~XXXXXX XXXXXXXX XXXXXXXX XXXXXXXX~~ JPMorgan Chase Bank
125 London Wall
London, EC2Y 5AJ

Short particulars of property charged ø
See schedule 1 attached.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at Avenue Louise 523, 1050 Brussels Declarant to sign below

Day Month Year

on 19082005

before me

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

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

Clifford Chance Limited
10 Upper Bank Street
London
E14 5JJ

For official use
Mortgage section

Past room



A21
COMPANIES HOUSE

0619
25/08/05

Notes

The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ

Schedule 1
Memec Group Holdings Limited
Registered Number 03985629

Fixed and floating charges over the undertaking and all property and assets present and future of the Company including goodwill, book debts, uncalled capital, buildings, fixtures, fixed plant and machinery.