

Short particulars of all the property mortgaged or charged

With full title guarantee:-

- (a) by way of legal mortgage all freehold and leasehold property of the Company vested in it at the date of the Mortgage Debenture whether or not registered at HM Land Registry
- (b) by way of specific equitable charge all future freehold and leasehold property belonging to the company during the continuance of the security constituted by the Mortgage Debenture
- (c) by way of specific charge all stocks, shares and/or other securities now and at any time during the continuance of the security constituted by the Mortgage Debenture belonging to the Company in any of its subsidiary companies (which expression shall for this purpose have the meaning given in section 736 of the Companies Act 1985)
- (d) by way of specific charge all book and other debts now and from time to time due or owing to the company so that all moneys which it may receive in respect thereof are to be paid into the company's account with the Bank

Please do not write in this margin

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

01.

Particulars as to commission allowance or discount (note 3)

Signed Hallwell London Date 31 July 1997

On behalf of ~~company~~ {mortgagee/chargee}†

† delete as appropriate

- 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.

Please do not
write in this
binding margin

Particulars of a mortgage or charge (continued)

Continuation sheet No 1
to Form No 395 and 410 (Scot)

CHA 116

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

Company Number

1955523

Name of Company

IPRIS INTERNATIONAL

Limited*

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

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

--

Please do not
write in this
binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

--

- (e) by way of specific charge all fixed plant and machinery
- (f) by way of floating charge its undertaking and all its assets and rights (other than those charged under paragraphs (a) to (e) above) whatsoever and wheresoever present and future
- (g) by way of assignment its goodwill subject to redemption on discharge of the Liabilities

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

(the property referred to under paragraphs (a) to (g) above is herein referred to as "the assets").

The company has agreed with the Bank in the Mortgage Debenture that the company shall not except with the prior written consent of the Bank (a) create or permit to subsist any mortgage, charge, lien, pledge or other security over the assets or any of them ranking in priority to or pari passu with the charge created under the Mortgage Debenture or (b) part with, sell or dispose of the whole or (except in the ordinary course of the company's business and for the purpose of carrying on the same) any part of the assets or (c) enter into any arrangements to sell, factor, discount, assign or deal with any of its book or other debts or securities for money (i) with any person or company not obliged to the company in relation to its debts or securities and (ii) any person or company obliged to the company in relation to such debts or security save insofar as the same may be necessary in the ordinary course of getting in or realising such debts or securities.

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY No. 01955523

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE DEBENTURE DATED THE 14th JULY 1997 AND CREATED BY IPRIS INTERNATIONAL LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO TSB BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 31st JULY 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 5th AUGUST 1997.

A handwritten signature in cursive script that reads 'Jennifer V Tonks'.

JENNIFER V TONKS
for the Registrar of Companies

10/5/97



COMPANIES HOUSE