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COMPANIES FORM No. 395

516535/10

395

Particulars of a mortgage or charge

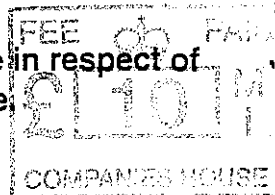
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Please do not
write in
this margin

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

A fee of £10 is payable to Companies House in respect of
each register entry for a mortgage or charge

Pursuant to section 395 of the Companies Act 1985



To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

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02330963

Name of company

* insert full name
of Company

* INTASTRUCT LIMITED

Date of creation of the charge

14th October 2003

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

DEBENTURE

Amount secured by the mortgage or charge

ALL MONIES LIABILITIES FEES AND INTEREST DUE OR TO BECOME DUE AND PAYABLE
BY THE COMPANY TO THE LENDER

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

INTASTRUCT (HOLDINGS) LIMITED

15 GUYS CLIFFE ROAD LEAMINGTON SPA WARWICKSHIRE

Postcode

CV32 5BZ

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

BUTTON & CO
4 MANOR ROAD
COVENTRY CV1 2LH
REF RNB

For official Use
Mortgage Section



A48
COMPANIES HOUSE

ASDIMP7Z

0398
15/10/03

Time critical reference

SEE SHEET ATTACHED

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

Bull

Date 14.10.03

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

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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:-

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mortgage or
charge.

FORM M395
CONTINUATION SHEET

Short Particulars of all the property mortgaged and charged

- (A) By way of fixed charge all the freehold and leasehold property of the Company vested in it both now or in the future (whether or not registered at HM Land Registry) together with all buildings, fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon and
- (B) by way of fixed charge all plant machinery, equipment, vehicles or other assets referred to in schedule 1 to this Debenture
- (C) by way of fixed charge all the goodwill and uncalled capital for the time being of the Company; and
- (D) by way of fixed charge all book debts and other debts now and from time to time due or owing to the Company so far as any Receivable (as defined in the Financing Agreement) does not vest or has not vested in the Lender; and
- (E) by way of fixed charge all intellectual property rights, choses in action and claims now and in the future belonging to the Company; and
- (F) by way of fixed charge all shares and rights to the acquisition of shares, stocks and other securities held by the Company from time to time; and
- (G) by way of floating charge all other undertaking and assets of the Company whatsoever and wheresoever both present and in the future.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02330963

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 14th OCTOBER 2003 AND CREATED BY INTASTRUCT LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO INTASTRUCT (HOLDINGS) LIMITED WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 15th OCTOBER 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17th OCTOBER 2003.

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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —