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COMPANIES FORM No. 395**Particulars of a mortgage or charge**

Pursuant to section 395 of the Companies Act 1985

395

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

*Insert full name
of company

To the Registrar of Companies

For official use Company number

☒ B

2351070

Name of company

Videotron South Limited (the "Chargor")

Date of creation of the charge

30 December 1991

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

Charge relating to certain cable television equipment

Amount secured by the mortgage or charge

All obligations of the Chargor to the Chargee (as defined below) under the Lease Agreement dated 30 December 1991 made between the Chargor and the Chargee in respect of certain cable television equipment and under the Charge and each and every other agreement or document entered into in connection with either of the foregoing or issued pursuant to the terms of the same.

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E - the co to

T - The Lease Agreement dated 30 Dec 1991

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

Videotron Corporation Limited (the "Chargee")

Belmont House, 11-29 Belmont Hill, Lewisham, London

Postcode

SE13 5AU

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

BERWIN LEIGHTON

Adelaide House

London Bridge

London EC4R 9HA

Ref: HH/F206/56/q2

Tel: 071-623 3144

Time critical reference

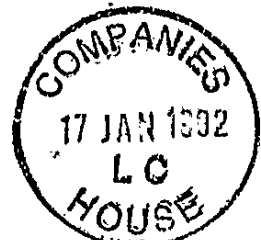
For official use

Mortgage Section

REGISTERED

17 JAN 1992

Post room



Short particulars of all the property mortgaged or charged

First priority fixed charge over each and every item of plant and machinery specified in Schedule 2 to the Lease (the "Equipment") to the extent that the same is or may at any time and from time to time be so installed or otherwise fixed in or to buildings or any other description of land as to become, in law, part of those buildings or land but excluding any of the Equipment to the extent that title thereto is or has become vested in Bank of Boston Limited or Boston Leasing Limited pursuant to the two Agreements for the Provision of Equipment dated 30 December 1991 between such companies, the Chargor and the Chargee.

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

NOTE:

The Chargor has covenanted that without the prior written consent of the Chargee it shall not nor shall it agree or purport to create any encumbrance or security interest whatsoever, howsoever created or arising including (without prejudice to the generality of the foregoing) any right of ownership, security, mortgage, pledge, charge, lease, lien, statutory right in rem, hypothecation, title retention, attachment, right of possession or detention and right of set-off.

Particulars as to commission, allowance or discount (note 3)

NONE

Signed

Bawin Lough

Date

17.1.92

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.

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Particulars of a mortgage or charge (continued)

Continuation sheet No _____
to Forms Nos 395 and 410 (Scott)

Company number

2351070

Please complete
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bold block lettering

Name of company

*Delete if
inappropriate

Videotron South Limited (the "Charger");

Limited*

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

Amount due or owing on the mortgage or charge (continued)

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

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Short particulars of all the property mortgaged or charged (continued)

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(other than right of set-off arising by operation of law) in the property charged whether in any such case ranking in priority to or pari passu with or after the charge hereby created or any other security created by this Charge.

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

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

I hereby certify that a mortgage or charge dated the 30th DECEMBER 1991
and created by VIDEOTRON SOUTH LIMITED

for securing all moneys due or to become due from the Company to VIDEOTRON
CORPORATION LIMITED under the terms of THE LEASE AGREEMENT DATED 30
DECEMBER 1991

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 17th JANUARY 1992

Given under my hand at the Companies Registration Office,
Cardiff the 23rd JANUARY 1992

No. 2351070

[Signature]
S. J. JONES

an authorised officer

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L.C.
28.1.92