

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

A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

CHFP025

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number



02950904

Name of company

* XKO Group plc (the "Company")

Date of creation of the charge

5 September 2005

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

Memorandum of deposit of shares dated 5 September 2005 executed by the Company in favour of the Bank (as defined below) (the "Memorandum")

Amount secured by the mortgage or charge

Please see Part 1 of the attached Schedule

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

Barclays Bank PLC of PO Box 3333, 15 Colmore Row, Birmingham (the "Bank")

Postcode B3 2WN

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

Pinsent Masons
3 Colmore Circus
BIRMINGHAM
B4 6BH
AH/04002 07252/AVB

20370837v1

Time critical reference

For official Use (02/00)
Mortgage Section

Post room



A27
COMPANIES HOUSE

AQL078J7

0491
09/09/05

Short particulars of all the property mortgaged or charged

Please see Part 2 of the attached Schedule

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 *Pauline Morgan*

Date 7 September 2005

On behalf of ~~1200000~~ [mortgagee/chargee] †

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to Companies
House in
respect of each
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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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

SCHEDULE

Part 1

Amount secured by the mortgage or charge

All monies and liabilities at the date of the Memorandum or in the future (and whether on or at any time after any demand by the Bank) being due, owing or incurred to the Bank by the Company or for which the Company shall be liable whether actually or contingently and whether solely or jointly with any other person and whether as principal or surety including interest, discount, commission or other lawful charges and expenses which the Bank may in the course of its business charge in respect of any of the matters aforesaid or for keeping the Company's account and so that interest shall be computed and compounded according to the usual mode of the Bank as well after as before any demand made or judgment obtained hereunder.

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Part 2

Short particulars of all the property mortgaged or charged

100 ordinary shares of £1 each in the share capital of UBM Limited (No. 03618259), 3,000,000 deferred shares of 7.5 pence each in the share capital of XKO Network Systems Limited (No. 01224754), 15,000,000 ordinary shares of 2.5 pence each in the share capital of XKO Network Systems Limited (No. 01224754) and one ordinary share of £1 in the share capital of XKO Software Limited (No. 03674664) (the "**Securities**") deposited with or transferred to the Bank or trustees for or nominees of the Bank and any further or other securities issued in respect of the Securities during the currency of the Memorandum deposited or transferred to the Bank and all dividends and interest and all rights, moneys or property accruing or offered at any time by way of redemption bonus preference option or otherwise in respect of the Securities.

T
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FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02950904

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MEMORANDUM OF DEPOSIT OF SHARES DATED THE 5th SEPTEMBER 2005 AND CREATED BY XKO GROUP PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 9th SEPTEMBER 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th SEPTEMBER 2005 .



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

F.
Pam