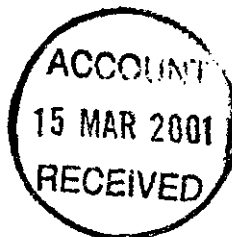


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COMPANIES FORM NO 395

Particulars of a mortgage or charge

Pu suant to section 395 Companies Act 1985



395

CHA192
Please do not write
in this binding
margin

Please complete
legibly, preferable in
black type, or
Bold black lettering

*insert full name of
company

To the Registrar of Companies

For official use

Company Number

3102256

Name of Company

CANARYROUTE LIMITED

Date of creation of charge

9TH MARCH 2001

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

Charge over Credit Balances

Amount secured by the mortgage of charge

All liabilities of the Company present and future actual and/or contingent to National Westminster Bank Plc

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

National Westminster Bank Plc

135 Bishopsgate

London

Postcode

EC2M 3UR

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

National Westminster Bank Plc
Credit Documentation
- Manchester Centre
C/O Companies House
Manchester

Presentor's reference
And/or telephone number
0161 829 1902

Time critical reference



Short particulars of all mortgaged or charged

The sum of five hundred thousand pounds together with interest accrued now or to be held by National Westminster Bank PLC on an account numbered 94934940 and earmarked or designated by reference to the Company

Nil

Per Pro
National Westminster Bank Plc
Credit Documentation - Manchester Centre

Signed _____

Date 15/3/01

On behalf of mortgagee (Authorised Signatory)

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 despatched 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 situated in Scotland or Northern Ireland) and Form No. 398 is submitted.
2. A description of the instrument, e.g. "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 percent, 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. The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF4 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03102256

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT DEED OF CHARGE OVER CREDIT BALANCES DATED THE 9th MARCH 2001 AND CREATED BY CANARYROUTE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NATIONAL WESTMINSTER BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 15th MARCH 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20th MARCH 2001.

LR
noted



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —