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COMPANIES FORM No. 395

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395

CHFP000

Please do not
write in
this margin

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

Particulars of a mortgage or charge

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 6)

For official use

Company number

(13)

3330133

Name of company

* insert full name
of Company

MEDIA ONE COMMUNICATIONS LIMITED

Date of creation of the charge

18 OCTOBER 2002

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

ALL ASSETS DEBENTURE

Amount secured by the mortgage or charge

ALL AMOUNTS DUE OR THAT WILL BECOME DUE UNDER ANY FACTORING OR
DISCOUNTING ARRANGEMENT TO BE ENTERED INTO NOW OR AT A FUTURE DATE

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

RDM FACTORS LIMITED

FAIRFAX HOUSE, NORTHEND ROAD, LONDON

Postcode

SW6 1NZ

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

RDM FACTORS LIMITED, FAIRFAX HOUSE
NORTH END ROAD, LONDON SW6 1NZ

For official Use (02/00)
Mortgage Section



A01
COMPANIES HOUSE

A28HIF60

0720
19/10/02

Time critical reference

Short particulars of all the property mortgaged or charged

3. CHARGING PROVISIONS

To secure payment and performance as provided for in clause 2 the Company hereby charges in favour of the Factor with full title guarantee.

- 3.1.1 by way of fixed charge, all Fixed Assets, all Specified Book Debts, the Other Debts and the Factor's Account;
- 3.1.2 by way of Floating Charge the Floating Assets; and
- 3.1.3 by way of Floating Charge the Fixed Assets, the Specified Book Debts, the Other Debts and the Factor's Account to the extent that the charges or any of them or any part of any of them contained in clause 3.1.1 shall for any reason be ineffective as a Fixed Charge

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

Signed

Date

18 OCTOBER 2002

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

A fee of £10 is 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:-

FILE COPY



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

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

COMPANY No. 03330133

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ALL ASSETS DEBENTURE DATED THE 18th OCTOBER 2002 AND CREATED BY MEDIA ONE COMMUNICATIONS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO RDM FACTORS LIMITED UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 19th OCTOBER 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23rd OCTOBER 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —