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COMPANIES FORM No. 395

HSBC £10
102099**395**

CHFP000

Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block lettering* insert full name
of Company

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
COMPANIES HOUSE
Company number

366 82 80

Name of company

KMS LONDON LTD

Date of creation of the charge

30/7/01

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

DEBENTURE.

Amount secured by the mortgage or charge

£ 583,261.68.

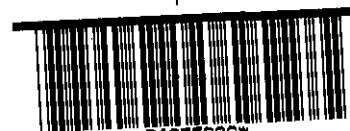
Names and addresses of the mortgagees or persons entitled to the charge

KMS INTERNATIONAL LTD
191/194 BRADFORD ST., BIRMINGHAM
Postcode B21 0JDPresentor's name address and
reference (if any): AS BAY.Neer Manak.
DX 18869
Country 2

Time critical reference

For official Use (02/00)
Mortgage Section

Post room

PMO
COMPANIES HOUSE

P60E308C

0113

17/10/01

Short particulars of all the property mortgaged or charged

ALL MOVEABLE / IMMOVEABLE
REAL & PERSONAL ASSETS &
SHAREHOLDINGS.

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)

—

Signed



Date 30/7/01.

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. 03668280

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 30th JULY 2001 AND CREATED BY KMS (LONDON) LIMITED FOR SECURING £583,261.68 DUE OR TO BECOME DUE FROM THE COMPANY TO KMS INTERNATIONAL LTD WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 17th AUGUST 2001.

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



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

DX 88

HC026B