



CHFP041

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

Please do not write in this margin

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

* Insert full name of company

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

For official use - Company number

2

03761983

Name of company

* Telewest Communications Holdco Limited (the *Company*)

Date of creation of the charge

1 May 2002

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

An assignment by way of mortgage between, inter alios, the Company and USA Networks Inc., a company incorporated under the laws of the State of Delaware, USA.

Amount secured by the mortgage or charge

All amounts which are or may become payable by the Company under the sale and purchase agreement dated 28 March 2002, between, inter alios, the Company and USA Networks, Inc. relating to the sale of the entire ordinary share capital of TV Travel Group Limited as amended, varied, restated or supplemented from time to time (the *SPA*) in respect of any Determined Claims (the *Secured Amount*).

Determined Claims means any claim in respect of or under the SPA (and as described more specifically in the SPA) where both the liability and amount of such claim has been determined by either:

- (a) a final judgment of a court of competent jurisdiction or arbitral panel or other body having the authority to determine such matters in respect of the relevant parties, from which there is no appeal or from which no appeal has been made within the permitted time limit; or
- (b) an agreement in writing signed by the specified parties (as set out in the SPA); or
- (c) in the case of a claim arising in respect of a tax warranty or tax covenant, a binding determination or assessment by any tax authority or self assessment in relation to the subject matter of the tax claim from which there is no appeal or from which no appeal has been made within the permitted time limit, or a judgment falling within sub-paragraph (a) above in relation to such subject matter;

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

USA Networks Inc., 152 West 57th Street, New York, NY USA 10019

Postcode

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

FRESHFIELDS BRUCKHAUS
DERINGER
65 FLEET STREET, LONDON
ENGLAND EC4Y 1HS
DX 23 LONDON/CHANCERY LANE
[USANET-Telewest]

Time critical reference

For official use
Mortgage section

Post room



LD5
COMPANIES HOUSE

L899ZAM7

0478
08/05/02

Short particulars of all the property mortgaged or charged

Particulars of Property Mortgaged or Charged

1. All the Company's right, title and interest in and to the Deposit. The Deposit is assigned absolutely by way of mortgage with full title guarantee, as a continuing security for the payment and discharge of the Secured Amount.

Negative Pledge

2. The Company shall not create, agree to create or permit to exist any trust, interest or Security Interest (howsoever ranking in point of priority) of any nature whatsoever (including such as arises by operation of law or any enactment) in, over or affecting its Deposit.

Deposit means all sums from time to time standing to the credit of the Company's account with JPMorgan Chase Bank, London Branch, with account number 24678201 including all interest credited thereto and USA Network Inc.'s right, title and interest in and to the indebtedness represented by such sums;

Security Interest means any mortgage, charge, pledge, lien, assignment, encumbrance, right of set off or security interest whatsoever, howsoever created or arising or any other agreement, arrangement or court order having substantially the same economic effect as the foregoing.

Please do not write in this margin

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

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Particulars as to commission allowance or discount (note 3)

Signed Freshfields Bruckhaus Deringer Date 8 May 2002

On behalf of ~~[company]~~ [mortgagee/chargee]*

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:-
Companies House, Crown Way, Cardiff CF4 3UZ.

*Delete as appropriate

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03761983

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ASSIGNMENT DATED THE 1st MAY 2002 AND CREATED BY TELEWEST COMMUNICATIONS HOLDCO LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO USA NETWORKS INC. 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 8th MAY 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 13th MAY 2002.

DX
Paw.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —