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COMPANIES FORM No. 402

CR 53

Particulars of a mortgage or charge

402

Pursuant to Article 402(1) of the Companies (Northern Ireland) Order 1986.

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

For official use

Company number



N135286

35555

Name of company

* BLUECHIP TECHNOLOGIES LIMITED

Date of creation of the charge

2 JUNE 2000

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

DEBENTURE

Amount secured by the mortgage or charge

ALL MONEYS NOW OWING OR WHICH SHALL HEREAFTER
BECOME OWING TOGETHER WITH ANY INTEREST, COSTS
AND CHARGES

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

THE GOVERNOR AND COMPANY OF THE BANK OF IRELAND
LOWER BAGGOT STREET
DUBLIN 2.

Postcode

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

MAEVE TURKINGTON
BANK OF IRELAND
BUSINESS BANKING
DONEGALL HOUSE
BELFAST BT1 5LL

For official use

Public Office

Mortgage Section

- 8 JUN 2000

Short particulars of all the property mortgaged or charged

SPECIFIC CHARGE ON ALL GOODWILL AND UNCALLED CAPITAL,
LEGAL CHARGE ON ALL FREEHOLD OR LEASEHOLD PROPERTY
AND A FLOATING CHARGE OVER ALL OTHER PROPERTY.

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

[Signature]

Date

8/1/00

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

†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 (Article 402). 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 (Article 405). 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 (Article 405), 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 Article 405(4) applies (property situate in Great Britain) and Form No. 405 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 Box 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 are insufficient the particulars must be entered on the prescribed continuation sheet.

DUPLICATE FOR THE FILE



NI35286

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE

Pursuant to Article 409(3) of the
Companies (Northern Ireland) Order 1986

I HEREBY CERTIFY that a Mortgage or Charge
dated the second day of June Two thousand and created by

BLUECHIP TECHNOLOGIES LIMITED

for securing all moneys now due, or hereafter to become due, or from
time to time accruing due from the Company to

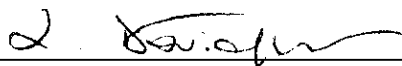
THE GOVERNOR AND COMPANY OF THE BANK OF IRELAND

on any account whatsoever, was this day REGISTERED pursuant to
Part XIII of the Companies (Northern Ireland) Order 1986.

Given under my hand at Belfast, this eighth day of June
Two thousand


for the Registrar of Companies for
Northern Ireland

Certificate
received by



Date 28.6.00