

THE COMPANIES ACTS 1948 TO 1976

Particulars of a mortgage or charge

Pursuant to section 95 of the Companies Act 1948

M152/17 OCT/LN

47

Please do not
write in this
binding margin

For official use

Company number

M152/17 OCT/LN

1766292

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

*delete if
inappropriate

Name of Company

Network Management

Limited *

Date and description of the instrument creating or evidencing the mortgage or charge (note 2)

Fixed and Floating Charge dated
Eleventh October 1985

Amount due or owing on the mortgage or charge

All monies and liabilities now or at any time hereafter due owing or incurred to the Bank by the
Company in any way whatsoever.

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

Midland Bank plc, whose registered office is at Poultry, in the City of London.

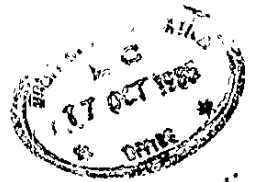
Presenter's name, address and
reference (if any):

For official use
Mortgage section

Post room

2964
17/10
6
Midland Bank plc
POULTRY
LONDON EC2P 2BX

REGISTERED
17 OCT 1985



Short particulars of all the property mortgaged or charged

Please do not
write in this
binding margin

First Fixed Charge on all Book Debts and other debts now and from time to time hereafter due owing or incurred to the Company other than such of the said debts as the Bank may have specifically agreed in writing to exclude from such first fixed charge; and

Floating Charge on all other the Undertaking of the Company and all its property whatsoever and wheresoever both present and future including its uncalled capital for the time being and such of the book debts and other debts referred to above which are not charged under the said first fixed charge (collectively called "the assets") but so that the Company shall not except with the prior written consent of the Bank:

- (a) create or permit to subsist over all or any of the assets any mortgage charge lien pledge or other security ranking in priority to or *pari passu* with the said floating charge; or
- (b) part with sell or dispose of all or except in the ordinary course of the Company's business and for the purpose of carrying on the same any of the assets; or
- (c) deal with its book or other debts or securities for money forming part of the assets otherwise than in the ordinary course of getting in and realising the same which course shall not include or extend to the selling or assigning or in any other way factoring or discounting of any of the said debts or securities.

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

Particulars as to commission, allowance or discount (note 3)

NIL

Signed

Designation of position in relation to the company

Date

11th OCTOBER 1985

MANAGING DIRECTOR

Notes

- 1 The original instrument creating the charge, together with this form, must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (Section 95(1)). 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 copy instrument could in due course of post, and if posted with due diligence, have been received in the United Kingdom (Section 95(3)). A certified copy of the instrument creating the charge will only be accepted where the property charged and the charge so created are both outside the United Kingdom (Section 95(3)) and in such cases the copy must be verified or certified to be a true copy under the seal of the Company or under the hand of some person interested therein otherwise than on behalf of the company.
- 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 subscribing or agreeing to subscribe, whether absolutely or conditionally, or 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.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 11th October 1985
and created by NETWORK MANAGEMENT LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to Midland Bank plc

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 17th October 1985

Given under my hand at the Companies Registration Office,
Cardiff the 16 NOV 1985

No. 1766292

Certificate and instrument received by

.....

.....

Date 19/11/85

an authorised officer

M

Particulars of a charge

M173/23 JAN/LN

395

Please do not
write in
this margin

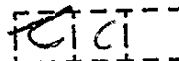
Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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



1766292

Name of company

* NETWORK MANAGEMENT LIMITED.

* insert full name
of company

Date of creation of the charge

14/1/87

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

DEBENTURE.

Amount secured by the charge

ALL THE COMPANY'S LIABILITIES TO THE ROYAL BANK
OF SCOTLAND PLC (THE BANK) OF ANY KIND (WHETHER
PRESENT OR FUTURE, ACTUAL OR CONTINGENT AND
WHETHER INCURRED ALONE OR JOINTLY WITH ANOTHER)
INCLUDING BANKING CHARGES, COMMISSION, INTEREST
COSTS AND EXPENSES.

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

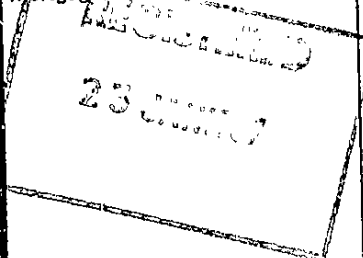
THE ROYAL BANK OF SCOTLAND PLC
36 ST ANDREW SQUARE
EDINBURGH
Postcode EH2 2YB

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

2830
23/1

THE ROYAL BANK OF SCOTLAND PLC
POST LONDON CITY OFFICE
67 LOMBARD STREET
LONDON
EC3P 3DL Ref MS/6587

For official Use
Mortgage Section



Post room



Time critical reference

Short particulars of all the property charged

- 1 By way of legal mortgage all the freehold and leasehold property now vested in or charged to the Company;
- 2 By way of fixed charge all estates or interests in any freehold and leasehold property now and in future vested in or charged to the Company except the property referred to in paragraph 1;
- 3 By way of fixed charge:—
- (i) all the plant, machinery and fixtures and fittings, furniture, equipment, implements and utensils now and in the future belonging to the Company;
 - (ii) all the goodwill and uncalled capital of the Company present and future;
 - (iii) all stocks, shares and other securities now and in the future belonging to the Company;
 - (iv) all intellectual property rights, choses in action and claims now and in the future belonging to the Company; and
 - (v) all book debts and other debts now and in the future owing to the Company.
- 4 By way of floating charge all the undertaking and all property assets and rights of the Company present and future not subject to a fixed charge under the Debenture.

Note:— The Debenture contains covenants by the Company with the Bank:—

- (a) Not without the previous written consent of the Bank to create or permit to arise any mortgage charge or lien on any of the Company's property nor to dispose of any of the Company's property except that the property subject to the floating charge may be disposed of in the ordinary course of business.
- (b) To pay into the Company's account with the Bank all money which the Company may receive in respect of the Company's book debts and other debts and not to deal with the Company's book debts and other debts otherwise than by collecting them in the ordinary course of the Company's business and in particular not to realise the Company's book debts and other debts by means of book discounting, factoring or the like.

Particulars as to commission allowance or discount (note 3)

Signed

Date

22/1/87

On behalf of [company] [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 (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.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 14th January 1987
and created by NETWORK MANAGEMENT LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to The Royal Bank of Scotland plc

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 23rd January 1987

Given under my hand at the Companies Registration Office,

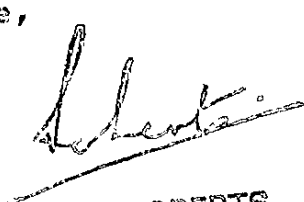
Certified by 20 JAN 1987

No. 1766292

Certificate and instrument received by

..... 20 JAN 1987

Date


D. ROBERTS
an authorised officer

M

COMPANIES FORM No. 403a

403a

Declaration of satisfaction in full or in part of mortgage or charge

Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

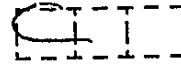
MS 187/20 JAN/CF

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

To the Registrar of Companies

For official use

Company number



1766292

Name of company

* Network Management limited

* insert full name
of company

I, Andrew Peter Diggle
of Merton Surbs Lane Lower Kingswood Surrey.

† delete as
appropriate

‡ insert a description
of the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.

a director/the secretary of the above company, do solemnly and sincerely declare that the debt for
which the charge described below was given has been paid or satisfied in [full] ~~[part]~~

Date and Description of charge‡ 11th October 1985 Fixed & Floating ChargeDate of Registrations 17th October 1985Name and address of [chargee][trustee for the debenture holders] Midland Bank plc
Poultry London EC2P2BX

§ the date of
registration may be
confirmed from the
certificate

Short particulars of property charged§

§ insert brief
details of
property

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

Declared at Midland Bank London This 11th day of October 1985
Network Management Ltd. declarant to sign belowthe 6th day of December
one thousand nine hundred and eighty seven
before me [Signature]

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

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

the co.

For official Use

Mortgage Section
REGISTERED

11 JAN 1988

Post room

Form F140 (No. 403a)
© Fourmet Publishing
27 & 28 St Albans Place
London N1 0NX
July 1985



COMPANIES FORM No. 395

Particulars of a mortgage or charge

M241

395

Pursuant to section 395 of the Companies Act 1985

1250245
LAST OF 1Please do not write in
this marginPlease complete
legibly, preferably in
black type, or bold
block lettering* Insert full name
of company

For official use



Company number

1766292

Name of Company

NETWORK MANAGEMENT LIMITED

Date of creation of the charge

3rd May, 1988

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

Mortgage Debenture (the "Debenture")

Amount secured by the mortgage or charge

All present and future obligations of the Company and Hawaiian Tropic (U.K.) Limited ("Hawaiian") to Bankers Trust International Limited (the "Bank") under the indemnity contained in Clause 2 of the Debenture and otherwise under the Debenture.

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

Bankers Trust International Limited

Dashwood House, 69 Old Broad Street,

London

Postcode

EC2

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

Allen & Overy,
9, Cheapside,
London, EC2V 6AD.
PBH/EDCG

For official use
Mortgage section

REGISTERED

24 MAY 1988

Post room

25/5



Time critical reference



Short particulars of all the property mortgaged or charged

Please do not write in this margin

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

1. By way of a fixed and floating charge ranking in priority after the debenture dated 14th January, 1987 made by the Company and Hawaiian in favour of The Royal Bank of Scotland plc (the "First Debenture");
 - (a) a legal mortgage of all estates or interests in any freehold or leasehold property wheresoever situate now belonging to the Company and all buildings thereon and all fixtures and fittings (including trade fixtures and fittings) and fixed plant and machinery from time to time thereon, the property wherein is vested in the Company (the "Fixtures");
 - (b) a fixed charge over all of its rights title and interest in and to all intellectual property rights attaching hereto;
 - (c) a fixed charge over:-

Particulars as to commission allowance or discount (Note 3)†

Not applicable

Signed Allen & Day Date 24/5/88

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 (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, 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.

Please do not write
in this margin

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

COMPANIES FORM No. 395 (cont.)

Particulars of a mortgage or charge (continued)

Continuation Sheet No. 1
to Form No. 395

Company number

1766292

Name of Company

NETWORK MANAGEMENT

limited*

* Delete if
appropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)



Short particulars of all the property mortgaged or charged (continued)

Please do not write
in this margin

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

- (i) all present and future estates or interests in any freehold or leasehold property belonging to the Company and all buildings and Fixtures thereon and all proceeds of sale thereof;
 - (ii) all plant and machinery now or in the future owned by it and its interest in any such plant or machinery in its possession;
 - (iii) its present and future interest in all stocks, shares, debentures, bonds or other securities;
 - (iv) its present and future goodwill;
 - (v) the benefit of all present and future licences (statutory or otherwise) held in connection with its business or the user of any of the assets, rights and property of the Company which is the subject of any security created by the Debenture (the "Security Assets") the subject of the security pursuant to sub-paragraph (a) above and the right to recover and receive all compensation which may at any time become payable to it in respect thereof;
 - (vi) its present and future uncalled capital;
 - (vii) all licences and patents (including applications and rights to apply therefor), copyrights, rights in trade marks, whether registered or not, and rights in confidential information now or at any time belonging to it;
 - (viii) all moneys standing to the credit of each of its accounts with the Bank and the debt represented thereby.
2. By way of a floating charge over all of its undertaking and all of its property, assets and rights whatsoever and wheresoever both present and future not otherwise effectively mortgaged or charged by way of fixed mortgage or charge by paragraph 1 above.
3. The Company shall not, without the prior written consent of the Bank:-
- (a) create or permit to subsist any mortgage, pledge, lien, charge, assignment, hypothecation, security interest, title retention, preferential right or trust arrangement or agreement the effect of which is the creation of security over all or any of the Security Assets other than this Debenture and the First Debenture.

Please do not write
in this margin

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

COMPANIES FORM No. 395 (cont.)

Particulars of a mortgage or charge (continued)

Continuation Sheet No. 2
to Form No. 395

Company number

1766292

Name of Company

NETWORK MANAGEMENT

Limited*

* Delete if
appropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Short particulars of all the property mortgaged or charged (continued)

Please do not write
in this margin

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

- (b) part with, sell, transfer or otherwise dispose of or agree to part with, sell, transfer or otherwise dispose of all or any part of the Security Assets or any interest therein except, in the case of those Security Assets mentioned in paragraph 2 above and until the occurrence of an Enforcement Event under the Debenture or by way of sale in the ordinary course of trading.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 3rd May 1988
and created by NETWORK MANAGEMENT LIMITED for securing all moneys due or
to become due from the Company and/or Hawaiian Tropic (U.K.) Limited to
Bankers Trust International Limited under the terms of this Debenture

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 24th May 1988

Given under my hand at the Companies Registration Office,
Cardiff the - 1 JUN 1988

No. 1766292

S. Higgins
S. HIGGINS

an authorised officer

Certificate and instrument received by

..... L.C.

.....
Date 2/6
G.W.

M

**Declaration of satisfaction
in full or in part
of mortgage or charge**

403a

Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

S228
☒ ☐ ☐ ☐

1766291

Name of company

** Network Management Ltd.*

Insert full name
of company

I, *John Duncan Kinnaird*
of *Wells Bank Street, an. Thomas (President) Leach & Co. Ltd.*

delete as
appropriate

a director/~~the secretary~~ of the above company, do solemnly and sincerely declare that the debt for

Insert a description
of the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.

which the charge described below was given has been paid or satisfied in ~~[full]~~ **[part]**

Date and Description of charge: *30th May 1988 Mortgage debenture*

Date of Registration: *24th May 1988*

Name and address of [chargee][trustee for the debenture holders]

*Bankers Trust International Ltd, Dukeswood House 69 Old
Broad Street London EC2*

the date of
registration may be
confirmed from the
certificate

Short particulars of property charged: *fixed and floating charges over*

the Company's assets.

Insert brief
details of
property

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at *Warrickhouse*
Berkshire

Declarant to sign below

the *16th* day of *August*
one thousand nine hundred and *eighty nine*
before me *[Signature]*

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

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

RICHARDS BUTLER
15 CLOFTON STREET
LONDON EC2A 4DQ
Ref: SHMA.

For official Use
Mortgage Section

Post room



M

COMPANIES FORM No. 395

Particulars of a charge

395

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

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

* insert full name
of company

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

MSOC
[] [] [] []

1766292.

Name of company

* Network management Limited
C "the mortgagor"

Date of creation of the charge

27th February 1991

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

A credit agreement entitled "PROMPT Credit Application" and dated 27.2.91, between the Mortgagor and Close Brothers Limited (the "Mortgagee") (the "Agreement").

Amount secured by the charge

£ 16715-00, being the total amount payable (inclusive of credit charge) by the Mortgagor to the Mortgagee pursuant to the terms of the Agreement.

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

Close Brothers Limited

36, Great St Helen's

London

Postcode

EC3A 6AP

12/3
Presentor's name address and
reference (if any):

Close Brothers Limited
36, Great St Helen's
London EC3A 6AP

Ref: PR

Time critical reference

For official Use
Mortgage Section

REGISTERED

- 9 MAR 1991

Post room

All its right, title and interest in and to all sums payable (including by way of refund) under the insurance, particulars whereof are set out below, as from time to time varied or extended and the benefit of all powers and remedies for cancelling and/or enforcing the same.

Please do not write in this margin

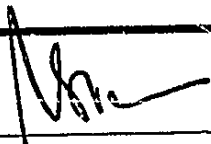
Please complete legibly, preferably in black type, or bold block lettering

<u>Particulars of Policies:</u>		<u>Policy No.</u>	<u>Period (12 months from)</u>	<u>Premium</u> £
<u>Type</u>	<u>Insurers</u>			
TCOMB.	LC	—	26.1.91	15843.61

Particulars as to commission allowance or discount (note 3)

NIL

Signed



DIRECTOR

Date

7.3.91

On behalf of [company] [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 (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 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

I hereby certify that a mortgage or charge dated the 27th FEBRUARY 1991
and created by NETWORK MANAGEMENT LIMITED

for securing £16,715.00 due from the Company to CLOSE BROTHERS LIMITED
under the terms of THE AGREEMENT

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 9th MARCH 1991

Given under my hand at the Companies Registration Office,
Cardiff the 15th MARCH 1991

No. 1766292

15.3.91

A handwritten signature in cursive script, appearing to read 'M. M. Williams'.

M. M. WILLIAMS

an authorised officer

C.69

Declaration of satisfaction in full or in part of mortgage or charge

403a

Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

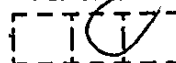
To the Registrar of Companies

S 442c

For official use

Company number

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



1766292

Name of company

* Network Management Limited

* Insert full name
of company

I, John Duncan Kitch
of Weir Bank Gray-in-Thames (Twickenhead) Ltd

† delete as
appropriate

a director ^{or} the secretary of the above company, do solemnly and sincerely declare that the debt for

which the charge described below was given has been paid or satisfied in [full] ^{or} [part] †

‡ Insert a description
of the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.

Date and Description of charge: 14th January 1987 fixed and floating charge

Date of Registration: 23rd January 1987

Name and address of [chargee] [trustee for the debenture holders]

Royal Bank of Scotland plc.

§ the date of
registration may be
confirmed from the
certificate

Short particulars of property charged: _____

§ Insert brief
details of
property

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at

Twickenhead
Seahline

Declarant to sign below

the

14th

day of

May

one thousand nine hundred and

seventy three

before me

[Signature]

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

(P. W. MASON - APPS)

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

For official Use

REGISTERED

29 JUN 1993

Post room





Particulars of a mortgage or charge

395

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

W131C

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

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

Name of company

* NETWORK MANAGEMENT LIMITED

1766292

* Insert full name
of company

Date of creation of the charge

13th August 1993

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

FIXED EQUITABLE CHARGE

Amount secured by the mortgage or charge

All monetary and other liabilities and obligations now or at any time hereafter owed or incurred by the Company to or in favour of the Security Holder whether present or future, actual or contingent and liquidated or unliquidated and whether arising in or by contract, tort, restitution, assignment or breach of statutory duty.

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

GRIFFIN FACTORS LIMITED

21 FARNCOMBE ROAD, WORTHING, WEST SUSSEX,

Postcode

BN11 2BW

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

WILCOX PARTNERS
10, JOHN STREET
LONDON WC1N 2EB

For official Use
Mortgage Section

REGISTERED

20 AUG 1993

Post room:



Time critical reference

DSC
428
LONDON

ref ASH/GFL N.M.C.

Please do not
write in
this margin

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

By way of fixed equitable charge (i) all book debts, invoice debts, accounts, notes, bills, acceptances and/or other forms of obligation ("receivables"), the subject of a factoring agreement between the Company and the Security Holder, which fail to vest absolutely in the Security Holder and remain vested in the Company and (ii) all title property right or interest in any goods to which any such receivable relates and all guarantees indemnities insurances or securities given to or held by the Company in respect of any such receivable so that the Company shall not create any mortgage or charge or other encumbrance over the said charged property nor enter into any agreement for the factoring, discounting or otherwise selling any of its receivables otherwise than with the Security Holder.

Particulars as to commission allowance or discount (note 3)

Signed

David M. Jones

Date

12/5/93

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 (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 The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF4 3UZ



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 13th AUGUST 1993
and created by NETWORK MANAGEMENT LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to GRIFFIN FACTORS LIMITED

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 20th AUGUST 1993

Given under my hand at the Companies Registration Office,
Cardiff the 25th AUGUST 1993

No. 1766292

A handwritten signature in dark ink, appearing to read 'M. Saha'.

M. SAHA

an authorised officer

C.69a

25/8/93



1316-6
395/ASa

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

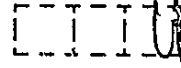
6
J- M132C

To the Registrar of Companies

For official use

Company number

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



1766292

Name of company

* Network Management Limited

* insert full name
of company

Date of creation of the charge

2nd September 1993

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

Fixed and Floating Charge dated 2nd September 1993

Amount secured by the mortgage or charge

All monies and liabilities now or at any time hereafter due owing or incurred to the Bank by the Company in any way whatsoever.

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

Midland Bank plc, whose registered office is at Poultry, in the City of London.

Postcode

EC2P 2BX

Presentor's name address and
reference (if any): FF1431/L-Z
Midland Bank plc
Reading Securities Centre
Midland House
56.58 Queens Road
Reading RG1 4DB
Telephone 0734 334000

Time critical reference

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

Please do not
write in
this margin

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

First Fixed Charge on all book debts and other debts now and from time to time hereafter due owing or incurred to the Company other than such of the said debts as the Bank may have specifically agreed in writing to exclude from such first fixed charge; and all goodwill and uncalled capital for the time being of the Company; and all patents patent applications inventions trade marks trade names registered designs copyrights know how and other intellectual property rights and all licences and ancillary rights and benefits including all royalties fees and other income deriving from the same both present and future of the Company; and

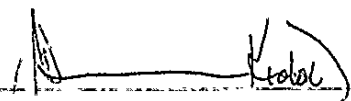
Floating Charge on all other the Undertaking of the Company and all its property whatsoever and wheresoever both present and future including its uncalled capital for the time being and such of the book debts and other debts referred to above which are not charged under the said first fixed charge (collectively called "the assets") but so that the Company shall not except with the prior written consent of the Bank:

- (a) create or permit to subsist over all or any of the assets any mortgage charge lien pledge or other security ranking in priority to or *pari passu* with the said floating charge; or
- (b) part with sell or dispose of all or except in the ordinary course of the Company's business and for the purpose of carrying on the same any of the assets; or
- (c) deal with its book or other debts or securities for money forming part of the assets otherwise than in the ordinary course of getting in and realising the same which course shall not include or extend to the selling or assigning or in any other way factoring or discounting of any of the said debts or securities.

Particulars as to commission allowance or discount (note 3)

NIL

Signed



Date 2nd September 1993

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 (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.

FILE COPY



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

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

I hereby certify that a mortgage or charge dated the 2nd SEPTEMBER 1993
and created by NETWORK MANAGEMENT LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to MIDLAND BANK plc

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 3rd SEPTEMBER 1993

Given under my hand at the Companies Registration Office,
Cardiff the 8th SEPTEMBER 1993

No. 1766292

A handwritten signature in dark ink, appearing to read 'M. Saha'.

M. SAHA

an authorised officer

C.69a

*Red
6/9/93*

M

Please do not
write in
this margin

COMPANIES FORM No. 395

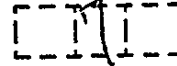
Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985

For official use

Company number



1766292

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

To the Registrar of Companies
(Address overleaf - Note 5)

Name of company

* NETWORK MANAGEMENT LIMITED

* Insert full name
of company

Date of creation of the charge

26th October 1993

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

FLOATING CHARGE

Amount secured by the mortgage or charge

All monetary and other liabilities and obligations now or at any time hereafter owed or incurred by the company to or in favour of the Security Holder whether present or future, actual or contingent and liquidated or unliquidated and whether arising in or by contract tort restitution assignment or breach of statutory duty.

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

GRIFFIN FACTORS LIMITED

21 FARNCOMBE ROAD, WORTHING, WEST SUSSEX

Postcode

BN11 2BW

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

Wilde e Partners
10, JOHN ST.
LONDON WC1N 2EB.

ref: ASH/GFL/NML

Time critical reference

For official Use
Mortgage Section

REGISTERED

- 3 NOV 1993

Post room



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

All the undertaking of the company and all assets whatsoever and wheresoever now owned or hereafter acquired by the company or in which it now has or in future acquires an interest including the company's stock in trade and its uncalled capital but (for the avoidance of doubt) excluding any receivables or related rights (being all the title property right or interest in any goods to which any receivable purchased by the security holder pursuant to any agreement for the discounting and purchase of receivables of the company relates and all guarantees indemnities insurances or securities given to or held by the company in respect of any such receivable) the ownership of which vests in or shall at any time hereafter vest in the security holder by virtue of such an agreement, and the proceeds and the products thereof.

Particulars as to commission allowance or discount (note 3)

Signed

[Signature]

Date

28.10.93

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 (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 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

I hereby certify that a mortgage or charge dated the 26th OCTOBER 1993
and created by NETWORK MANAGEMENT LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to GRIFFIN FACTORS LIMITED

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 3rd NOVEMBER 1993

Given under my hand at the Companies Registration Office,
Cardiff the 9th NOVEMBER 1993

No. 1766292

A handwritten signature in dark ink, appearing to read 'M. Saha'.

M. SAHA

an authorised officer

C.69a

DX
9/11/93



COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

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

M2420

18

1766292

Name of company

* Network Management Limited

Date of creation of the charge

28 NOV 1993

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

~~Legal Charge dated~~ Chattel Mortgage dated

Amount secured by the mortgage or charge

All monies and liabilities now or at any time hereafter due owing or incurred to the Bank by the Company in any way whatsoever.

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

Midland Bank plc, whose registered office is at Poultry, in the City of London.

Postcode EC2P 2BX

Presentor's name address and
reference (if any): J-Z/OT656

Midland Bank plc

Reading Securities Centre

Midland House

55-57 Queens Road

Reading RG1 4DB

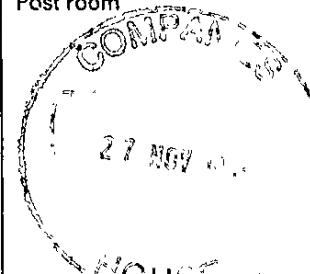
Telephone 0734 394000

For official Use
Mortgage Section

REGISTERED

27 NOV 1993

Post room



Chattel Mortgage over the following items of machinery:-

5,000 litre SS Jacketed Mixing Vessel.
5,000 litre SS Jacketed Mixing Vessel.
1,000 litre SS Surmet Multimix.
Zanasi K150 Cartoning Machine.
Hassia Twin Head Sachet FVL 18/16 machine.
Kalix KX600 Auto Shuttle Tube Sealer.
Nordern Automatic Twin Tube Filler & Sealer.
King 4/6 Head Technofil (in line) K/KT No 330.
PPM Labelling Machine/Front & Back Twin.

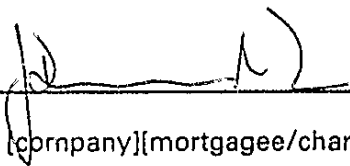
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Particulars as to commission allowance or discount (note 3)

NIL

Signed



Date

25.11.93

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 (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.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01766292

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHATTEL MORTGAGE DATED THE 25th NOVEMBER 1993 AND CREATED BY NETWORK MANAGEMENT LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO MIDLAND BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 27th NOVEMBER 1993.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 1st DECEMBER 1993.

M. SAHA

for the Registrar of Companies

P 057
1 DEC 1993



Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

[9][][][][][]

1766292

Name of company

* NETWORK MANAGEMENT LIMITED

Date of creation of the charge

11th July 1994.

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

FIXED EQUITABLE CHARGE

Amount secured by the mortgage or charge

All monetary and other liabilities and obligations now or at any time hereafter owed or incurred by the Company to or in favour of the Security Holder whether present or future, actual or contingent and liquidated or unliquidated and whether arising in or by contract, tort, restitution, assignment or breach of statutory duty.

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

GRIFFIN FACTORS LIMITED

21 FARNCOMBE ROAD, WORTHING, WEST SUSSEX

Postcode

BN11 2EW

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

Wildcat Partners

DX 428 London.

ref: ASH/GH/NM L

For official Use
Mortgage Section

16 JUL 1994

Post room



AKR032ZZ

A32 RECEIPT DATE: 16/07/94

Time critical reference

By way of fixed equitable charge (i) all book debts, invoice debts, accounts, notes, bills, acceptances and/or other forms of obligation ("receivables"), the subject of a factoring agreement between the Company and the Security Holder, which fail to vest absolutely in the Security Holder and remain vested in the Company and (ii) all title property right or interest in any goods to which any such receivable relates and all guarantees indemnities insurances or securities given to or held by the Company in respect of any such receivable so that the Company shall not create any mortgage or charge or other encumbrance over the said charged property nor enter into any agreement for the factoring, discounting or otherwise selling any of its receivables otherwise than with the Security Holder.

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in black typ
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Particulars as to commission allowance or discount (note 3)

Signed

Date

12/7/94

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 (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 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. 01766292

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FIXED EQUITABLE CHARGE DATED THE 11th JULY 1994 AND CREATED BY NETWORK MANAGEMENT LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO GRIFFIN FACTORS LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 16th JULY 1994.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21st JULY 1994.

A handwritten signature in cursive script, appearing to read 'M. Saha'.

M. SAHA
for the Registrar of Companies



*DX
21.7.94
R.K.*