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

*insen fuli name of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use Company number

1873263

Name of company

ACCESS KEYBOARDS LIMITED

Date of creation of the charge

10 AUGUST 1994

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

(note 2)

COLLATERAL DEBENTURE

Amount secured by the mortgage or charge

ALL moneys and liabilities now or at any time or times hereafter due or owing or incurred by A K Capital Investments Limited to the chargee in any manner whatever.

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

3l Group pic whose registered office is at

91 Waterloo Road, London

Postcode

SET 8XP

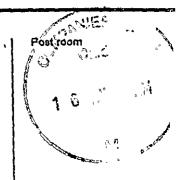
Presentor's name address and reference (if any):

3! plc Legal Department Trinity Park Bickenhill, Birmingham B37 7ES

Hef: CFC/LOM/185871

Time critical reference





FIXED CHARGES upon:

THE company's property described in the attached schedule marked 'Schedule A' (A) together with all huildings and fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon and therein;

ΧB)

ALL other freshold and leasehold property of the company both present and future together with all buildings and fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon and therein;

THE company's plant machinery chartels or other equipment described in the (C) attached schedule marked 'Schedule B' together with all additions elterations accessories replacements and renewals of component parts thereto and together with the benefit of any obligations and warranties given by any manufacturer or supplier or any other party in respect of the mortgaged property to or in favour of the company and the benefit of all maintenance agreements entered into between the company and any such third party;

THE goodwill and the uncalled capital of the company both present and future;

THE book debts and other debts due or owing to the company both present and future.

FLOATING CHARGES upon:

- THE stock-in-trada work-in-progress pre-payments investments quoted on a (A) recognised stock exchange and cash of the company both present and future;
- ALL other the undertaking and all other property and assets of the company both (B) present and future:
- ANY property and assets of the company both present and future not charged by (C) way of fixed charge.

NOTE: The company shall not be entitled to crate any mortgage or charge upon and no lien shall in any case or in any manner arise on or affect any part of the property or assets charged by the debenture except as specified in writing by the charges.

Particulars as to commission allowance or discount (note 3)

Signed

12.8.91 Date

On behalf of (company)(mortgagee/chargee)

+delete as appropriate

Notes

- 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 effected within 21 days after the date of creation of the charge (section effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, the property charged is situated and the charge was created outside the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where 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 (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
- A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc. as the case may be, should be
- 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

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 be

If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation

legibly, preferably in black type, or bold block letterir

Please complete

Please do not

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01873263

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A COLLATERAL DEBENTURE DATED THE 10th AUGUST. 1994 AND CREATED BY ACCESS KEYBOARDS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM A K CAPITAL INVESTMENTS LIMITED TO 31 GROUP plc ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 16th AUGUST 1994.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18th AUGUST 1994.

M. SAHA

for the Registrar of Companies

Dt 94

