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COMPANIES FORM No. 395

395

Particulars of a mortgage or charge

Please do not write in
this margin

Pursuant to section 395 of the Companies Act 1985

CHA 116

To the Registrar of Companies

For official use

Company number

Please complete
legibly preferably in
black type, or bold
block lettering* Insert full name
of company

Name of company

FILEGLOW LIMITED
(the "Company")

Date of creation of the charge

14th August 1998

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

FLOATING CHARGE dated 1st November 1996 **14th August 1998** and made between the Company and
Singer & Friedlander Limited (the "Bank")

Amount secured by the mortgage or charge

All moneys obligations and liabilities (whether certain or contingent) which are now or may at any time in the future be or become from time to time due owing or incurred to the Bank by the Company and whether alone or jointly with any other person or company and in whatever style name or form and whether as principal or surety whether on any current loan or other account or otherwise in any amount whatsoever and all costs, charges and expenses owed to or properly incurred, directly or indirectly, by or on behalf of the Bank in relation to this or any other security held by or on behalf of the Bank or in relation to the enforcement of any such security and any losses or damage suffered or incurred by the Bank as a result of disclaimer by a liquidator of the obligations of the Company under any Facility Letter or other agreement between the Company and the Bank (all of the foregoing being hereafter collectively referred to in this Form 395 as the "Obligations").

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

Singer & Friedlander Limited,
41/43, Maddox Street,
London W1R 0BSPresentor's name and address
and reference (if any):Singer & Friedlander Limited,
41/43, Maddox Street,
London W1R 0BS

Ref: PFB PJCS

Time critical reference

For official use

Mortgage Section

Post Room



Short particulars of all the property mortgaged or charged

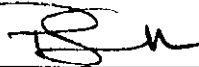
The Company as beneficial owner with full title guarantee hereby (and to the intent that the security as constituted shall be a continuing security for the Obligations) charges in favour of the Bank with the payment and discharge of the Obligations, by way of floating charge, all property undertaking, assets and income both present and future.

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

21/08/98

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

[†] delete as appropriate

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, e.g. "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

COMPANY No. 02018080

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FLOATING CHARGE DATED THE 14th AUGUST 1998 AND CREATED BY FILEGLOW LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO SINGER & FRIEDLANDER LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 3rd SEPTEMBER 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 7th SEPTEMBER 1998.

for the Registrar of Companies



C O M P A N I E S H O U S E