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COMPANIES FORM No. 395

Particulars of a mortgage or charge

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

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

Name of company

* NTL South Central Limited

Date of creation of the charge

17 December 2001

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

Deed of Deposit dated 17 December 2001 made between Barclays Nominees (George Yard) Limited (1) and NTL South Central Limited (2)

Amount secured by the mortgage or charge

All monies due for:

- making good any non-payment of rent or other moneys (including interest) and/or any value added tax payable by the company thereon due to the chargee under a Lease dated 14 December 1993 made between (1) Uberior Nominees (Gulliver D.P. U.T.) Limited and (2) CUC Cablevision (UK) Limited (the "Lease") (whether or not any formal demand for such rent or other moneys as aforesaid has been made);
- making good any loss or damage suffered by the chargee in consequence of the breach of any of the covenants on the part of the company or conditions contained in the Lease;
- making good any loss or damage suffered by the chargee in consequence of the forfeiture of the Lease or the Lease being disclaimed or otherwise terminated by virtue of the bankruptcy or liquidation of the company including

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

Barclays Nominees (George Yard) Limited
(Registered Number: 509240)
54 Lombard Street,
London,

Postcode EC3 2AX

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

Lovells
65 Holborn Viaduct
London
EC1A 2DY

Ref: P1/MJB/880499.01

Time critical reference

For official Use
Mortgage Section

Post room



LD3
COMPANIES HOUSE

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0439
02/01/02

CHFP025

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write in
this margin

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

*insert full name
of Company

Short particulars of all the property mortgaged or charged

The sum of £47,410 to be placed by the chargee in a deposit account with Barclays Bank plc pursuant to the said Deed dated 17 December 2001 referred to above including all monies paid into such account in accordance with the said Deed.

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)

N/A

Signed



Date 2 January 2002

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

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

† 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 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 CF14 3UZ

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Particulars of a mortgage or charge (continued)

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binding margin

Continuation sheet No 1
to Form No 395 and 410 (Scot)

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

Company Number

2387692

Name of Company

NTL South Central

Limited*

* delete if
inappropriate

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

3. (but without prejudice to the generality of the foregoing):
- (a) any loss or damage for which the chargee may prove in either the winding up of the company pursuant to section 178(6) of the Insolvency Act 1986; and
 - (b) any loss of rental income incurred by the chargee as a result of the premises demised by the Lease being unlet after any such forfeiture disclaimer or termination (at the rate previously payable by the company); and
4. in or towards the payment of all legal and other costs charges and expenses and all value added tax thereon incurred by the chargee in relation to any non-payment of any such rent or to her moneys breach of covenant or any such loss or damage as aforesaid.

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in black type, or
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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

Please complete
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in black type, or
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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. 02387692

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF DEPOSIT DATED THE 17th DECEMBER 2001 AND CREATED BY NTL SOUTH CENTRAL LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS NOMINEES (GEORGE YARD) LIMITED UNDER A LEASE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 2nd JANUARY 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 4th JANUARY 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

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