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

* insert full name
of Company

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

1114

3104933

Name of company

* KNOWLEDGEVIEW LIMITED

Date of creation of the charge

21st August

2001

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

DEBENTURE

Amount secured by the mortgage or charge

THE SECURED OBLIGATIONS OF THE CHARGOR UNDER THE DEBENTURE

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

KHALED CHEHABI OF FLAT 6 AVENUE ROAD LONDON NW8 6BU AND ITM LIMITED OF
SUITE 2212 130 ADELAIDE STREET WEST TORONTO ONTARIO M5H 3P5

Postcode

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

FOX WILLIAMS
CITY GATE HOUSE
39-45 FINSBURY SQUARE
LONDON EC2A 1UU

DX 33873 FINSBURY SQUARE

Time critical reference

For official Use
Mortgage Section

Post room



A20
COMPANIES HOUSE

0853
31/08/01

Short particulars of all the property mortgaged or charged

THE COMPANY CHARGES IN FAVOUR OF THE MORTGAGEE:

BY WAY OF LEGAL MORTGAGE ALL RIGHT, TITLE, ESTATE AND OTHER INTERESTS OF THE COMPANY IN EACH OF THE PROPERTIES.

BY WAY OF FIXED CHARGE:

ALL RIGHT, TITLE, ESTATE AND OTHER INTERESTS OF THE COMPANY IN EACH OF THE PROPERTIES NOT EFFECTIVELY MORTGAGED;

ALL THE RIGHT, TITLE AND INTEREST OF THE COMPANY TO AND IN ALL PLANT AND MACHINERY NOW OR AT ANY TIME AFTER THE DATE OF THIS DEBENTURE VESTED IN OR HELD BY OR ON BEHALF OF THE COMPANY AND NOT CHARGED AS ABOVE AND ALL RELATED SPARE PARTS FUELS EQUIPMENT AND TOOLS;

ALL RIGHTS IN INTELLECTUAL PROPERTY OR SIMILAR RIGHTS NOW OR AT ANY TIME AFTER THE DATE OF THIS DEBENTURE BELONGING TO THE COMPANY;

ALL PRESENT AND FUTURE GOODWILL AND UNCALLED CAPITAL FOR THE TIME BEING OF THE COMPANY;

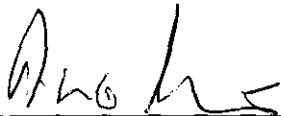
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Please complete legibly, preferably in black type, or bold block lettering

Particulars as to commission allowance or discount (note 3)

N/A

Signed



Date

21/8/01

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

Please do not
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binding margin

**Particulars of a mortgage or charge
(continued)**

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

CHA 116

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

Company Number

3104933

Name of Company

KNOWLEDGEVIEW

Limited*

* delete if
inappropriate

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

ALL PRESENT AND FUTURE RIGHT TITLE AND INTEREST OF THE COMPANY IN THE
SECURITIES

ALL BILLS OF EXCHANGE, PROMISSORY NOTES AND NEGOTIABLE INSTRUMENTS OF
ANY DESCRIPTION NOW OR ANT ANY TIME AFTER THE DATE OF THIS DEBENTURE
BENEFICIALLY OWNED BY THE COMPANY;

ALL THE RIGHT TITLE AND INTEREST OF THE COMPANY TO AND IN THE DEBTS AND
THE BENEFIT OF ALL RIGHTS SECURITIES AND GUARANTEES OF ANY NATURE
WHATEVER NOW OR AT ANY TIME ENJOYED OR HELD BY THE COMPANY;

ANY DEPOSITS MARGINS COMMISSIONS OR OTHER RIGHTS OF THE COMPANY TO ANY
COMMODITIES AND ANY CONTRACT OR OPTION RELATING TO THEM ANY GUARANTEE OR
SECURITY RELATING TO THEM WHETHER HELD BY OR PLACED OR CONTRACTED WITH
THE MORTGAGEE OR ANY OTHER PERSON FROM TIME TO TIME; AND

ALL AMOUNTS REALISED BY AN ADMINISTRATOR OR LIQUIDATOR OF THE COMPANY.

CHARGES IN FAVOUR OF THE MORTGAGEE BY WAY OF FLOATING CHARGE ALL THE
UNDERTAKING AND ALL THE ASSETS RIGHTS AND INCOME OF THE COMPANY BOTH
PRESENT AND FUTURE NOT OTHERWISE EFFECTIVELY MORTGAGED OR CHARGED ABOVE.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03104933

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 21st AUGUST 2001 AND CREATED BY KNOWLEDGEVIEW LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO KHALED CHEHABI AND ITM LIMITED UNDER THE DEBENTURE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 31st AUGUST 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 4th SEPTEMBER 2001.

Don



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES