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in black type or
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lettering

* Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

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

COMPANIES HOUSE

To the Registrar of Companies

(Address overleaf - Note 6)

For official use Company number

6

CRN3145666

Name of company

* GENERAL MANAGEMENT SYSTEMS LIMITED

Date of creation of the charge

15 SEPTEMBER 1999

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

CHARGE ON SHARES made between (1) the Company and
(2) Anglo Irish Bank Corporation plc ("the Bank")

Amount secured by the mortgage or charge

All liabilities of the Company present and future actual and/or contingent
to the Bank

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

Anglo Irish Bank Corporation plc

Gracechurch House
Gracechurch Street London

Postcode

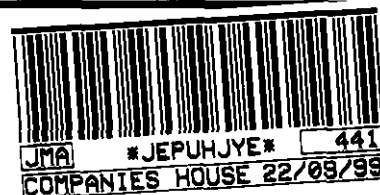
Presenter's name, address and
reference (if any):

Kuit Steinart Levy
3, St. Marys Parsonage
Manchester M3 2RD
DX14325 MANCHESTER 1

REF:ANG003/27

For official use

Mortgage section



Time critical reference

Short particulars of all the property mortgaged or charged

40 Ordinary Shares of £1.00 each in General Management Systems Limited

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bold block
lettering

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

Particulars as to commission allowance or discount (note 3)

Signed

Date 20 September 1999

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. 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 CF4 3UZ.

Page 2

FILE COPY



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

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

COMPANY No. 03145666

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE ON SHARES DATED THE 15th SEPTEMBER 1999 AND CREATED BY GENERAL MANAGEMENT SYSTEMS LTD FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ANGLO IRISH BANK CORPORATION PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 22nd SEPTEMBER 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27th SEPTEMBER 1999 .

*P
GTR.*



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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