

M

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Please do not
write in
this Margin

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

* insert full name
of company

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 5)

For official use



Company number

3220934

Name of Company

* DEALWISE LIMITED

Date of creation of the charge

10 SEPTEMBER 1996

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

Charge in favour of London Stock Exchange Limited (hereinafter called the London Stock Exchange)
dated 10 September 1996 made by Dealwise Limited (the Company')

Amount secured by the mortgage or charge

As continuing security for the discharge by the Company of its obligations under the Charge being a covenant to pay the London Stock Exchange at the time and in the manner provided in the Rules and Regulations (including Board Notices) of the London Stock Exchange for the time being in force, the Certificate Value of any Short Term Certificate such Certificate Value being as specified in the STC record ((deliverable by book entry through the Bank of England's Central Money Market Office) or printed on the documents) or such lesser amount as may be required to be paid in cash by the London Stock Exchange pursuant to such Short Term Certificate together with the amount of all other Stock Exchange Liability (as defined in the Charge) and all other indebtedness of the Company to the London Stock Exchange

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

LONDON STOCK EXCHANGE LIMITED
OLD BROAD STREET, LONDON

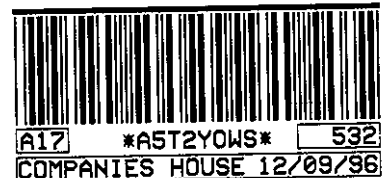
Postcode EC2N 1HP

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

Mr D.M.KIRBY ESQ.
MEMBERSHIP & SETTLEMENT
REGULATION DEPARTMENT
LONDON STOCK EXCHANGE
(T/18)
LONDON EC2N 1HP

Time critical reference

For official Use
Mortgage Section



Short particulars of all the property mortgaged or charged

All shares, stock and other securities of any description which are for the time being designated by the London Stock Exchange as Talisman Securities which are from time to time:-

(a) registered in the name of or comprised in a transfer in favour of any London Stock Exchange nominee company or held by or delivered for transfer to any agent or depositary to the order of the London Stock Exchange in each such case credited at any office or agency of the London Stock Exchange at which for the time being facilities for the issue of Short Term Certificates subsist to the account ('the Trading Account') maintained by the London Stock Exchange in the name of the Company ('Recorded Securities'); or

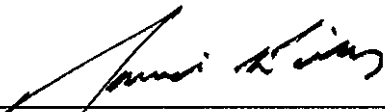
(continue on Continuation Sheet)

Please do not
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Please complete
legibly, preferably
in black type, or
bold black lettering

Particulars as to commission allowance or discount (note 3)

Signed



Date

10 September 1996

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 charge 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 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 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 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF4 3UZ

Please do not
write in this
binding margin

Particulars of a charge (continued)

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

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

Company number
3220934

* delete if
inappropriate

Name of Company

DEALWISE LIMITED

Limited *

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

Please do not
write in this
binding margin

Amount due or owing on the charge (continued)

Please complete
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in black type, or
bold black lettering

Please do not
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binding margin

Names and addresses of the persons entitled to the charge (continued)

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

Short particulars of all the property charged (continued)

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

b) debited to the Trading Account and transferred to or from a nominee of, or comprised in a transfer in favour of or of a nominee of, the Lender named in or, as the case may be, the addressee or endorsee of any Short Term Certificate (as defined under 'Amount secured by the charge') pursuant to the provisions of such Short Term Certificate ('Certificate Securities')

together in each case with all benefits arising therefrom and not transferred or delivered by or at the direction of the London Stock Exchange to the Company.

Note:-

(1) If any Recorded Securities (other than those referred to in the Charge) fail to be apportioned or withdrawn from the Trading Account prior to the date on which the Company is declared a defaulter by the London Stock Exchange, the London Stock Exchange shall release such securities from the Charge immediately prior to such apportionment or withdrawal.

(2) Accordingly, the Charge is considered to be registrable as a floating charge.

(3) The Charge contains a covenant by the Company not without the consent of the London Stock Exchange to create or permit to subsist any encumbrance over Recorded Securities or Certificate Securities or any of them ranking pari passu with or having priority to the Charge, provided that upon Recorded Securities becoming Certificate Securities the charge over those securities and benefits delivered to the relevant lender under the agreement relating to Non-Endorsable Short Term Certificates currently in force between the London Stock Exchange, the relevant lender and the Company is postponed to and ranks after the security constituted by or pursuant to the Short Term Certificate concerned or in the case of a Non-Endorsable Short Term Certificate the charge referred to in the said agreement.

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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. 03220934

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE DATED THE 10th SEPTEMBER 1996 AND CREATED BY DEALWISE LIMITED FOR SECURING AS CONTINUING SECURITY FOR THE DISCHARGE BY THE COMPANY OF ITS OBLIGATIONS UNDER THE CHARGE BEING A COVENANT TO PAY THE LONDON STOCK EXCHANGE AT THE TIME AND IN THE MANNER PROVIDED IN THE RULES AND REGULATIONS (INCLUDING BOARD NOTICES) OF THE LONDON STOCK EXCHANGE FOR THE TIME BEING IN FORCE, THE CERTIFICATE VALUE OF ANY SHORT TERM CERTIFICATE SUCH CERTIFICATE VALUE BEING AS SPECIFIED IN THE STC RECORD ((DELIVERABLE BY BOOK ENTRY THROUGH THE BANK OF ENGLAND'S CENTRAL MONEYMARKET OFFICE) OR PRINTED ON THE DOCUMENTS) OR SUCH LESSER AMOUNT AS MAY BE REQUIRED TO BE PAID IN CASH BY THE LONDON STOCK EXCHANGE PURSUANT TO SUCH SHORT TERM CERTIFICATE TOGETHER WITH THE AMOUNT OF ALL OTHER STOCK EXCHANGE LIABILITY (AS DEFINED IN THE CHARGE) AND ALL OTHER INDEBTEDNESS OF THE COMPANY TO THE LONDON STOCK EXCHANGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 12th SEPTEMBER 1996.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 16th SEPTEMBER 1996 .

J. Carbone
J. CARBONE

for the Registrar of Companies

16/9
post
SP



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

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