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CHFP025

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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

[] [] [] [] [] [] [] []

3307674

Name of company

* M&E Network Services Limited (the "Depositor")

Date of creation of the charge

28 April 2000

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

Memorandum of Deposit of Stocks and Shares (the "Memorandum")

Amount secured by the mortgage or charge

The Depositor hereby undertakes with the Bank that it will on demand in writing made to the Depositor pay or discharge to the Bank all moneys and liabilities which shall for the time being (and whether on or at any time after demand) be due or payable to the bank by the Depositor except any moneys or liabilities firstly referred to in 1(A) of the Memorandum;

whether actually or contingently and whether solely or jointly with any other person and whether as principal or surety including interest discount commission or other lawful charges and expenses which the Bank may in the course of its business charge in respect of any of the matters aforesaid or for keeping their respective accounts and so that interest shall be computed and compounded unless otherwise agreed according to the usual mode of the Bank as well after as before any demand made or judgment obtained hereunder and on such demand the Depositor will retire all bills or notes which may for the time being be under discount with the Bank and to which he is a party whether

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

Barclays Bank PLC
54 Lombard Street
London

Postcode EC3P 3AH

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

Hammond Suddards Solicitors
2 Park Lane
Leeds
LS3 1ES

JPM/FORMS/39514.A28

Time critical reference

For official Use
Mortgage Section

Post room



HLE
COMPANIES HOUSE

0118
03/05/00

M&E Direct Limited

2 Ordinary £1 shares

and all dividends and interests and at such time and all other times all rights, monies or property thereto.

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed



Date

2 May 2000

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 CF4 3UZ

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

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

CHFP025

Please complete
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Company Number

3307674

Name of Company

M&E Network Services Limited (the "Depositor")

Limited*

* delete if
inappropriate

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

as drawer acceptor maker or indorser without any deduction whatsoever
save that in relation to The M & E Network Limited and Interdependence
limited, such liability shall be limited to £50,000

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

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in black type, or
bold block lettering**

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03307674

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MEMORANDUM OF DEPOSIT OF STOCKS AND SHARES DATED THE 28th APRIL 2000 AND CREATED BY M&E NETWORK SERVICES LIMITED FOR SECURING THE DEPOSITOR HEREBY UNDERTAKES WITH BARCLAYS BANK PLC THAT IT WILL ON DEMAND IN WRITING MADE TO THE DEPOSITOR PAY OR DISCHARGE TO BARCLAYS BANK PLC ALL MONEYS AND LIABILITIES WHICH SHALL FOR THE TIME BEING (AND WHETHER ON OR AT ANY TIME AFTER DEMAND) BE DUE OR PAYABLE TO BARCLAYS BANK PLC BY THE DEPOSITOR WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 3rd MAY 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th MAY 2000.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



COMPANIES HOUSE