

Short particulars of all the property mortgaged or charged

The Mortgage Network 2000 Limited	1 Ordinary £1 share
Adviser Connect Limited	1 Ordinary £1 share
Interdependence Limited	132,750 Founder Ordinary £1 shares
	9666 'A' Ordinary £1 shares

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

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)

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

Please do not
write in this
binding margin

Particulars of a mortgage or charge (continued)

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

CHFP025

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

Company Number

3473878

Name of Company

Interdependence Group 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

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

Please do not
write in this
• binding margin

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

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

Please complete legibly, preferably 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. 03473878

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 INTERDEPENDENCE GROUP 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



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

HC026