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in black type, or
bold block lettering

*insert full name
of Company

COMPANIES FORM No. 395

Chad

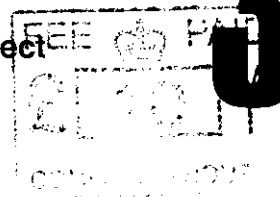
£10

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Particulars of a mortgage or charge

395

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



03498397

Name of company

* Net IQ LIMITED

Date of creation of the charge

25 JULY 2000

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

RENTAL DEPOSIT DEED

Amount secured by the mortgage or charge

All monies payable to McKay Securities PLC by the Company under the
terms of a Lease dated 25 July 2000 made between McKay Securities PLC of
the one part and Net IQ Limited of the other part relating to Second
Floor Offices, Mallard Court, Market Square, Staines, Middlesex

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

McKay Securities PLC 20 Greyfriars Road Reading Berkshire

Postcode RG1 1NL

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

Edwin Coe
2 Stone Buildings
Lincoln's Inn
London
WC2A 3TH

REF: RH:15529.018

Time critical reference

For official Use
Mortgage Section

Post room



A04
COMPANIES HOUSE

ADSDXSKH

0478
28/07/00

Short particulars of all the property mortgaged or charged

The rent deposit of £111,625 together with all accrued interest held in a deposit account with Child & Co. of 1 Fleet Street, London EC4Y 1BD being the Banker's of Messrs. Edwin Coe, the solicitors specified in the Rental Deposit Deed

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lettering**

Particulars as to commission allowance or discount (note 3)

Signed

Edwin Coe

Date 26 July 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 CF14 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03498397

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A RENTAL DEPOSIT DEED DATED THE 25th JULY 2000 AND CREATED BY NETIQ LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO MCKAY SECURITIES PLC UNDER THE TERMS OF A LEASE OF EVEN DATE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 28th JULY 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 1st AUGUST 2000.

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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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