M CHEROA1

Please do not write in this margin

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

respect of

00072/90

To the Registrar of Companies (Address overleaf - Note 6) Name of company	For official use Company number 03593642
Date of creation of the charge	
9th August 2004	

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

Deed of Admission dated 9th August 2004 relating to an Omnibus Guarantee and Set-Off Agreement dated 16 February 2004 ("OGSA")

Amount secured by the mortgage or charge

All monies and liabilities whether actual or contingent now or at any time after the date of the Deed of Admission due, owing or incurred to Lloyds TSB Bank plc (the "Bank") from or by KPOS Limited (company number 2181797) and KPOS Computer Systems Limited (company number 1303280) (the "Further Companies"). Interest on all such money and liabilities and commission, bank charges, legal and other costs, charges and expenses incurred by the Bank on enforcing or endeavouring to enforce payment of such money and liabilities.

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

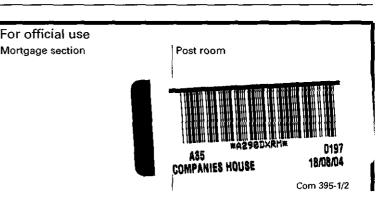
Lloyds TSB Bank plc, 25 Gresham Street, London

| Postcode | EC2V 7HN |

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

emw law
Seckloe House
101 North 13th Street MK9
3NX
DX 54473 MILTON KEYNES 1

Time critical reference



Short particulars of all the property mortgaged or charged

The Further Companies and the Existing Companies (as defined in the OGSA) jointly and severally agree that the Bank may combine or consolidate all or any of the Accounts (as defined in the OGSA) with any or all of the Principal Liabilities (as defined in the OGSA).

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

On behalf of [company] [mortgages/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.

Date 16/08/04

- 2. A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
- 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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03593642

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF ADMISSION RELATING TO AN OMNIBUS GUARANTEE AND SET-OFF AGREEMENT DATED 16TH FEBRUARY 2004 AND DATED THE 9th AUGUST 2004 AND CREATED BY POS TECHNOLOGIES U.K. LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM OR BY KPOS LIMITED AND KPOS COMPUTER SYSTEMS LIMITED (THE FURTHER COMPANIES) TO LLOYDS TSB BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 18th AUGUST 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 25th AUGUST 2004.





