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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

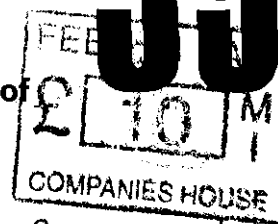
Pursuant to section 395 of the Companies Act 1985

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

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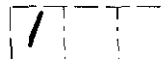
395



To the Registrar of Companies
(Address overleaf - Note 6)

For official use Company number

Name of company



3678919

* SOFTCARD SOLUTIONS LIMITED

Date of creation of the charge

20 October 2000

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

Underlease

Amount secured by the mortgage or charge

Clause 2.3 of the Third Schedule to the Underlease provides that the "Rent Deposit" defined in the Underlease as £70,500 inclusive of Value Added Tax thereon is charged to the Landlord to secure the due payment to the Landlord of the yearly rent insurance rent and service charge payable under the Underlease in the manner therein contained and the observance and performance of the covenants on the part of the Tenant and conditions contained in the Underlease.

Clause 4 of the Third Schedule to the Underlease provides that "the Rent Deposit shall at all times be and remain the property of the Tenant subject to the charge hereinbefore set out"

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

P&O Property Holdings Limited

247 Tottenham Court Road
London

Postcode W1T 7HH

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

Speechly Bircham
6 St Andrew Street
London EC4A 3LX
DX 54 Chancery Lane

Ref: MH/DAN/221673

Time critical reference

For official use
Mortgage section

Post room



A08
COMPANIES HOUSE

A1CPJU7X

0534
31/10/00

Short particulars of all the property mortgaged or charged

The Rent Deposit defined as SEVENTY THOUSAND FIVE HUNDRED POUNDS (£70,500) inclusive of Value Added Tax

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

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Particulars as to commission allowance or discount (note 3)

None

Signed



Date 30 October 2000

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 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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03678919

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN UNDERLEASE DATED THE 20th OCTOBER 2000 AND CREATED BY SOFTCARD SOLUTIONS LIMITED FOR SECURING £70,500 AND ALL OTHER MONIES FROM THE COMPANY TO P&O PROPERTY HOLDINGS LIMITED UNDER THE TERMS OF THE UNDERLEASE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 31st OCTOBER 2000.

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

P. J. M.



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



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES