

Particulars of a mortgage or charge

CHFP000

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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.

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

3681853

Name of company

* insert full name
of Company

Affinity Internet Holdings Plc

Date of creation of the charge

16 August 2000

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

Deed of Charge

Amount secured by the mortgage or charge

The sums, debts and liabilities which now are or have been or at any time hereafter may be or become due owing or incurred by the Company to BT Cellnet from time to time under or in respect of a Service Provider Agreement dated 8 August 2000.

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

~~BT Cellnet~~

260 Bath Road, Slough, Berks SL1 4DX

Postcode

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

For official Use
Mortgage Se

Time critical reference

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

1. By way of first fixed charge all claims choses in action intellectual property and goodwill of the Company present and future in so far as the same are comprised in the Subscriber Base arising under the Service Provider Agreement (the "Subscriber Base") and any other rights benefits or interests now and in the future comprised in the Subscriber Base.
2. By way of first fixed charge
 - All book debts now and in the future owing to the Company in so far as the same arise out of or in connection with the Subscriber Base, and
 - Any amount standing to the credit of the Company from time to time in the Designated Account (as defined in the Deed of Charge)
3. By way of first floating charge the remainder of the Subscriber Base (if anything) which is not for any reason subject to a fixed charge under this Deed subject to BT Cellnet's right to convert the same to a fixed charge by notice given in accordance with the provisions hereof.

Particulars as to commission allowance or discount (note 3)

Signed

MBurgess

Date

17-8-00

On behalf of ~~[company]~~ [mortgagee/chargee]†

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† 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.

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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**.

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. 03681853

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF CHARGE DATED THE 16th AUGUST 2000 AND CREATED BY AFFINITY INTERNET HOLDINGS PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BT CELLNET UNDER OR IN RESPECT OF A SERVICE PROVIDER AGREEMENT DATED 8 AUGUST 2000 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 1st SEPTEMBER 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2nd SEPTEMBER 2000.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

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