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legibly, preferably
in black type, or
bold block lettering

*insert full name
of Company

COMPANIES FORM No. 395

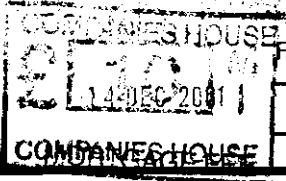
Particulars of a mortgage or charge

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

395

Pursuant to section 395 of the Companies Act 1985

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



For official use

Company number

03953678

Name of company

* 1 & 1 Internet Limited

Date of creation of the charge

12 December 2001

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

Rent Deposit Deed

Amount secured by the mortgage or charge

The amount or amounts required to indemnify the landlord under a Lease (the "Lease") of 2nd Floor Units 1 and 2 Pegasus Court, Herschel Street, Slough dated 30 January 1992 and made between (1) Eagle Star Life Assurance Company Limited (2) 1 & 1 Internet Limited and (3) 1 & 1 Internet AG in respect of an "Event of Default" and to remedy it. An "Event of Default" is defined as:-
(A) any failure by the tenant to pay the whole or any part of the rents due under the Lease, whether formally demanded or not; or
(B) any breach of the tenant's covenants in the Lease; or
(C) any breach by the tenant of the terms of an Authorised Guarantee Agreement entered into by the tenant pursuant to the terms of the Lease; or
(D) any failure by the tenant to comply with the terms of the Rent Deposit Deed; or
(E) the disclaimer of the Lease by a liquidator or trustee in bankruptcy of the tenant or by the Crown, the determination of the Lease by the landlord pursuant to the proviso for entry in the Lease or if the tenant is a company, the tenant being dissolved, struck off the Register of Companies or otherwise ceasing to exist.

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

Eagle Star Life Assurance Company Limited
60 St Mary Axe
London EC2A 8JQ

Postcode

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

Simmons & Simmons
CityPoint
One Ropemaker Street
London
EC2Y 9SS

Ref: 6/Y48732/NDJ/MW

Time critical reference

For official Use
Mortgage Section

N.P.R.
True & Date

14.12.01

Post room



PMO *P1UTA00N* 652
COMPANIES HOUSE 14/12/01

A23
COMPANIES HOUSE

0455
03/01/02

Short particulars of all the property mortgaged or charged

A rent deposit in the sum of £16,038.75

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legibly, preferably
in black type, or
bold block
lettering

Particulars as to commission allowance or discount (note 3)

Not applicable

Signed



Date 12 December 2001

On behalf of ~~XXXX~~ [mortgagee/chargee] † Eagle Star Life Assurance Company Limited

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. 03953678

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A RENT DEPOSIT DEED DATED THE 12th DECEMBER 2001 AND CREATED BY 1&1 INTERNET LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO EAGLE STAR LIFE ASSURANCE COMPANY LIMITED UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 14th DECEMBER 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 7th JANUARY 2002.

LC
JA



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —