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in black type, or
bold block lettering

*insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

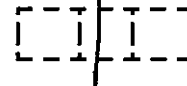
A fee of £10 is payable to Companies House in respect
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



3978062

B.B
058526
£10.00

Name of company

* FOXPRESS LIMITED

Date of creation of the charge

31st May 2000

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

Charge over certificated securities

Amount secured by the mortgage or charge

All moneys and liabilities in whatever currency which now are or may at any time hereafter (and whether before, on or at any time after demand) be due, owing or incurred by Hyperhold Limited to the charge holder, or for which Hyperhold Limited may be or become liable to the charge holder anywhere for any matter or thing whatsoever whether actually or contingently and whether alone or jointly with any other person or persons, as principal, surety or otherwise, and in whatever name or style together in all cases with all interest, commission, fees, discount, other bankers' charges and expenses which the charge holder may in the ordinary course of its business charge in respect or on account of any of the foregoing and for keeping Hyperhold Limited's accounts, and all sums to be paid to the charge holder under the Charge

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

Anglo Irish Bank Corporation plc, Gracechurch House
55 Gracechurch Street, London

Postcode EC3V 0EE

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

Paisner & Co
Bouverie House
154 Fleet Street
London
EC4A 2JD

Ref: SRM/14212.187

Time critical reference

For official Use
Mortgage Section

Post room



A05
COMPANIES HOUSE

AHISUR67

0463
10/06/00

Short particulars of all the property mortgaged or charged

1,470 ordinary shares of 50p each in Hyperhold Limited including all dividends, interest and other distributions paid or payable in respect thereof and all accretions, options, benefits, rights, moneys, property or other advantages accruing or offered at any time by way of bonus, capitalisation, redemption rights or otherwise to the holder thereof or in respect thereof.

The Company covenants with the charge holder that the Company shall at all times during the continuance of the security not, without the previous consent in writing of the charge holder, create or permit to subsist any mortgage, charge, lien, hypothecation or pledge or any other security interest or any arrangement or segregation of assets for the purpose of providing security over all or any part of the Charged Securities, or sell, transfer, lend or otherwise dispose of (or agree to do so) the whole or any part of the Charged Securities whether by a single transaction or by a number of transactions, whether related or not.


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lettering

Particulars as to commission allowance or discount (note 3)

None

Signed



Date 9th June 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. 03978062

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OVER CERTIFIED SECURITIES DATED THE 31st MAY 2000 AND CREATED BY FOXPRESS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM HYPERHOLD LIMITED TO ANGLO IRISH BANK CORPORATION PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 10th JUNE 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th JUNE 2000.

[Handwritten signature]



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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