

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

3990878

Name of company

* Bizspace plc (the "Company")

Date of creation of the charge

29 May 2002

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

Supplemental Legal Charge (the "Deed") taken pursuant to a debenture (the "Debenture") dated 30 November 2000 and made between the Company and Anglo Irish Bank Corporation plc (the "Bank")

Amount secured by the mortgage or charge

All and any moneys, obligations and liabilities now or in the future due owing or incurred by the Company to the Bank in whatever currency denominated whether actually or contingently and wether alone or jointly with any other person and wether as principal or surety under the Finance Documents including all interest, commissions, fees and all legal and other costs charges and expenses which the Bank may charge the Company or incur under any Finance Document (the "Secured Liabilities")

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

Anglo Irish Bank Corporation plc of 10 Old Jewry, London (the "Bank")

Postcode EC2R 8DN

Presentor's name address and
reference (if any):Nicholson Graham & Jones
110 Cannon Street
London

EC4N 6AR

REW/A494-284/SLC-395-D1

Time critical reference

For official Use
Mortgage Section

Post room

**M**

CHFP025

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write in
this marginPlease complete
legibly, preferably
in black type, or
bold block lettering*insert full name
of Company

Short particulars of all the property mortgaged or charged

The Company charges by way of fixed legal mortgage to the Bank as a continuing security for the payment and the discharge of the Secured Liabilities with full title guarantee:

1. Part of the freehold land known as land on the south side of Pope Street known as The Works Camden Street and Pope Street Birmingham as the same is registered at H M Land Registry with Title Absolute under Title Number WM635789 and is more particularly described in a transfer dated 24th March 2002 made between Coltham Developments Limited (1) Bizspace Plc (2);
2. All that freehold land being land and buildings on the north side of Ashley Street in the City of Nottingham as the same is registered at H M Land Registry with Title Absolute under Title Number NT139335;
3. All that freehold land being land lying to the north of Usworth Road, Hartlepool as the same is registered at H M Land Registry with Title Absolute under Title Number CE151124; and

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed Nicholas Graham & Jones Date 31 May 2002

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

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Particulars of a mortgage or charge (continued)

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binding margin

Continuation sheet No 1
to Form No 395 and 410 (Scot)

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

Company Number

3990878

Name of Company

Bizspace plc (the "Company")

XXXXXX

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Short Particulars of all the property mortgaged or charged (cont..)

4. All that freehold land being land and buildings on the north west side of Alston Road and on the south west side of Falkland Road in The London Borough of Barnet as the same is registered at H M Land Registry with Title Absolute under Title Number NGL214136.

together with all buildings and fixtures (including trade fixtures) from time to time thereon and all plant, machinery, vehicles, computers and office and other equipment of the Company both present and future (excluding the stock in trade of the Company).

NOTE: Those restrictions set out in the Debenture apply to the property charged pursuant to the Deed.

In these particulars the following definitions are used:

"Facility Agreement" means the facility agreement dated 18 October 2000 between (1) the Company (2) the Guarantor and (3) the Bank together with any subsequent variations thereto or replacements thereof;

"Finance Document" means the Facility Agreement, the Security Documents and any other document designated as such by the Bank and the Company;

"Guarantor" means Bizspace Trading Limited registered in England under number 3957501;

"Guarantor's Debenture" means the debenture dated 30 November 2000 executed by the Guarantor in favour of the Bank;

"Managers" means Skillion Limited (registered in England under number 2415812) whose registered office is at 6 Stratton Street, London W1X 5FD and Dunlop Heywood of 90 Deansgate Manchester M3 2QP and 7 Curzon Street London W1V 7FL and the reference to "Manager" shall be a reference to either of such persons;

"Managers' Undertakings" means the undertakings entered into by the Managers from time to time in form and content satisfactory to the Bank relating to the management of certain properties;

"Security Documents" means the Debenture, the Guarantor's Debenture, the Managers' Undertakings and any other document designated as such by both the Bank and the Company.

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bold block lettering

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03990878

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SUPPLEMENTAL LEGAL CHARGE TAKEN PURSUANT TO A DEBENTURE DATED 30 NOVEMBER 2000 DATED THE 29th MAY 2002 AND CREATED BY BIZSPACE PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ANGLO IRISH BANK CORPORATION PLC 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 31st MAY 2002.

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



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

P. Qam