

M

CHFP025

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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

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

112

4041428

Name of company

* STRATOS GLOBAL LIMITED

Date of creation of the charge

26th March 2001

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

A Standard Security provided for registered in Scotland
on 26th March 2001

Amount secured by the mortgage or charge

The payment and discharge of the Secured Obligations as defined in the
Guarantee and Debenture in favour of the Royal Bank of Canada acting as
agent and as security trustees for each of the Guarantee Parties (as
defined therein).

"Secured Obligations" means all amounts owing under or pursuant to the
Credit Agreement and all amounts owing under the said Guarantee and
Debenture which shall include (for the avoidance of doubt and without
prejudice to the generality of the foregoing) in both aforementioned
cases all monies obligations and liabilities now or hereafter due owing
or incurred by Stratos Global Corporation to the Lenders or each of them
or the Agent or the Security Trustee when the same become due for
payment or discharge whether by acceleration or otherwise and whether
such monies obligations or liabilities are express or implied, present
or future, actual or contingent, joint or several incurred as principal
or surety and whether unascertained, collateral or unmatured and whether

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

Royal Bank of Canada, 12th Floor, South Tower, Royal Bank Plaza, 200 Bay
Street, Toronto, Ontario, M5J 2J5 as Security Trustees for the
Guaranteed Parties.

Postcode

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

McGrigor Donald
Pacific House
70 Wellington Street
Glasgow
G2 6SB

SMM/INW/RO0930.000952

Time critical reference

For official Use
Mortgage Section

M



A16
COMPANIES HOUSE

0470
03/04/01

Short particulars of all the property mortgaged or charged

ALL and WHOLE the Lease between the Grampian Regional Council and British Telecommunications plc dated 28 August and 6 September and recorded in the Division of the General Register of Sasines for the County of Aberdeen and registered in the Books of Council and Session on 9 October/all months in 1990 as amended by (One) Minute of Variation of Lease between the Grampian Regional Council and British Telecommunications plc dated 27 November and 7 December and recorded in the said Division of the General Register of Sasines and in the Books of Council and Session on 17 December both months in 1990 and (Two) Minute of Variation of Lease between Aberdeen City Council and British Telecommunications plc dated 15 July and 8 August and recorded in the said Division of the General Register of Sasines and in the Books of Council and Session on 4 November all months in 1996 of ALL and WHOLE that area of ground at the Exhibition Centre, Bridge of Don, Aberdeen.

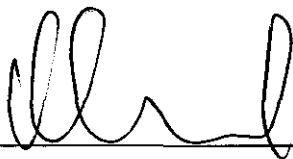
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bold block
lettering

Particulars as to commission allowance or discount (note 3)

None

Signed



Date 30-03-01

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 CF4 3UZ

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binding margin

**Particulars of a mortgage or charge
(continued)**

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

CHFP025

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

Company Number

4041428

Name of Company

STRATOS GLOBAL LIMITED

Limited*

* delete if
inappropriate

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

whether originally owing to the Lenders or each of them or purchased or otherwise acquired by it demoninated in Sterling or in any other currency or incurred on any banking account or in any other manner whatsoever.

Please complete
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bold block lettering

"Credit Agreement" means the Credit Agreement among Royal Bank of Canada in its various capacities as stated therein, the Financial Institutions (named in Schedule 4 thereof) and Stratos Global Corporation dated 31 December 2000.

The "Lenders" means any original lender (being the financial institutions listed in Schedule 4 of the said Guarantee and Debenture) or any bank or financial institution which has become a party in accordance with the Credit Agreement which in each case has not ceased to be a party in accordance with the terms of the Credit Agreement.

"Agent" means the Royal Bank of Canada, a Schedule 1 Bank under the Bank Act (Canada) with offices at 12th Floor, South Tower, Royal Bank Plaza, 200 Bay Street, Toronto, Ontario, M5J 2J5.

"Security Trustee" means the Royal Bank of Canada as aforesaid acting as Security Trustee for the Guaranteed Parties and

"Guaranteed Parties" means each of the Lenders and the Agent and the Security Trustee.



COMPANIES FORM No. 398

**Notice of registration in
Scotland or Northern Ireland
of a charge comprising property
situate there**

398

CHFP025

Please do not
write in
this margin

Pursuant to section 398(4) of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf)

Company number

4041428

Name of company

* STRATOS GLOBAL LIMITED

* insert full name
of company

I, THOMAS NEIL FERRIER

of McGrigor Donald, Solicitors, Pacific House, 70 Wellington Street, Glasgow G2
6SB

§ give date and
parties to charge

certify that the charge§ being a Standard Security by Stratos Global Limited in
in favour of The Royal Bank of Canada as agent and security trustee dated 20th
February 2001

† delete as
appropriate

of which a true copy is annexed to this form was presented for registration on 26th March 2001
in [Scotland] ~~Northern Ireland~~†

Signed

Date 30-3-01

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

McGrigor Donald
Pacific House
70 Wellington Street
Glasgow
G2 6SB
DX: GW135 Glasgow
SMM/TNF/RO0930.000952

For official Use

Mortgage Section

Post room

Notes

The address for 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. 04041428

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A STANDARD SECURITY PRESENTED FOR REGISTRATION IN SCOTLAND ON 26TH MARCH 01 AND DATED THE 20th FEBRUARY 2001 AND CREATED BY STRATOS GLOBAL LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ROYAL BANK OF CANADA AS SECURITY TRUSTEES FOR THE GUARANTEED PARTIES ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 3rd APRIL 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 5th APRIL 2001.

P. Pame



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —