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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

113

4041428

Name of company

\* STRATOS GLOBAL LIMITED

Date of creation of the charge

28 March 2001

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

A Standard Security Charge over the property of the company (as defined in the instrument) created by the company on 28 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

Post room



ALL and WHOLE the Lease among British Telecommunications plc, incorporated under the Companies Acts (Registered in England, Number 100000) having its Registered Office at 81 Newgate Street, London EC1A 7AJ, the Company and Stratos Global Corporation, a company registered in Canada with registration number 326380-1 and having its Registered Office at 34 Glencoe Drive, PO Box 5933, Mount Pearl, Newfoundland dated 19th December 2000 and 19th, 21st and 29th January 2001 which Lease (FIRST) lets ALL and WHOLE the area of land with water tank at Mormond Hill being the subjects registered in the Land Register of Scotland under Title Number ABN 13917 and (SECOND) sub-lets ALL and WHOLE that area of ground measuring 15ft sq or thereby part of the farm and lands of Nether Cortes, lying in the Parish of Rathen and County of Aberdeen being the subjects shown coloured red on the plan annexed and signed as relative to a Minute of Agreement for Lease between Mrs Isabella Maggie Mackie or Watson, James Watson and Ian Watson, the Secretary of State for Defence, Exploration Ventures Limited and Clydesdale Bank Limited dated 12th and 25th November and 13th December 1976 and 25th January 1977 and registered in the Books of Council and Session on 10th March 1977.

Please do not  
write in  
this margin

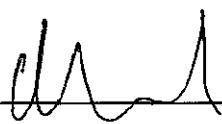
Please complete  
legibly, preferably  
in black type, or  
bold block  
lettering

95

Particulars as to commission allowance or discount (note 3)

None

Signed



Date 9/4/01

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

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  
legibly, preferably  
in black type, or  
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.

Please do not  
write in this  
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)

# M

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

\* insert full name  
of company

Name of company

\* STRATOS GLOBAL LIMITED

I, THOMAS NEIL FERRIER

of of McGRIGOR DONALD, SOLICITORS,

PACIFIC HOUSE, 70 WELLINGTON STREET,

GLASGOW, G2 6SB

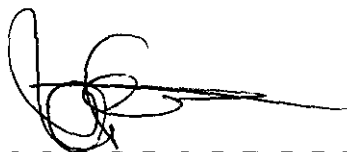
§ give date and  
parties to charge

certify that the charge§ being a Standard Security by Stratos Global Limited in  
favour of The Royal Bank of Canada plc as Security Trustee dated 20 February  
2001

† delete as  
appropriate

of which a true copy is annexed to this form was presented for registration on 28 March 2001  
in [Scotland] ~~[Northern Ireland]~~†

Signed



Date 9/4/01

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 WHICH WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON 28 MARCH 2001 AND DATED THE 20th FEBRUARY 2001 AND CREATED BY STRATOS GLOBAL LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM STRATOS GLOBAL CORPORATION TO THE LENDERS OR EACH OF THEM OR THE AGENT OR THE SECURITY TRUSTEE UNDER OR PURSUANT TO THE CREDIT AGREEMENT AND THE GUARANTEE AND DEBENTURE (ALL TERMS AS DEFINED) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 10th APRIL 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 13th APRIL 2001.

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THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —