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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

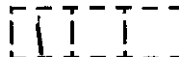
A fee of £10 is payable to Companies House in respect
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



4075079

Name of company

* ESPRESSO BROADBAND LIMITED ("the Company")

Date of creation of the charge

10 September 2001

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

Debenture dated 10 September 2001 ("the Debenture")

Amount secured by the mortgage or charge

All moneys and liabilities (whether present or future actual or
contingent) now or at any time or times hereafter due or owing or
incurred by the Company (whether as principal or surety) to ProVen or
any of the Investors pursuant to an Investment Agreement or Loan Notes
(both as defined in the Debenture)

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

ProVen Private Equity Limited ("ProVen"), 42 Craven Street, London

Postcode WC2N 5NT

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

Pinsent Curtis Biddle
3 Colmore Circus
Birmingham
B4 6BH
(Ref: 1872878)

(6 X 703167 Dham 12)

Time critical reference

For official Use
Mortgage Section

Post room



- 1 By way of fixed charge all estates and interests in any freehold and leasehold property of the Company both present and future (excluding the legally charged property) together with all buildings and fixtures (including trade and other fixtures) and fixed plant and machinery of the Company from time to time thereon and therein and the proceeds of sale thereof.
- 2 By way of fixed charge all stocks shares bonds loans capital and other securities both present and future belonging to the Company (including stocks or shares acquired pursuant to scrip dividends) and all rights relating thereto other than the right to be paid any dividend.
- 3 By way of fixed charge all book debts both present and future due or owing to the Company.

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01.

Particulars as to commission allowance or discount (note 3)

Signed

James B. Lee

Date

12 September 2001

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

4 By way of fixed future charge all the goodwill and uncalled capital of the Company both present and future.

5 By way of fixed charge all intellectual property rights and all licence and ancillary rights and benefits (other than royalties and other sums payable in respect thereof) both present and future of the Company.

6 By way of floating charge the undertaking and all other property, assets and rights of the Company both present and future not otherwise effectively charged by way of fixed charge pursuant to the foregoing paragraphs.

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FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04075079

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 10th SEPTEMBER 2001 AND CREATED BY ESPRESSO BROADBAND LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO PROVEN PRIVATE EQUITY LIMITED OR ANY OF THE INVESTORS PURSUANT TO AN INVESTMENT AGREEMENT OR LOAN NOTES WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 13th SEPTEMBER 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th SEPTEMBER 2001 .

P. Hoah



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —