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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



04570624

Name of company

* OPPENHEIM PROPERTY FUND MANAGEMENT LIMITED ("the Company")

Date of creation of the charge

23 February 2004

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

Deed of Deposit supplemental to an underlease dated 23 February 2004
relating to the 5th Floor, 11/12 Hanover Street, London, W1 ("the
Lease")

Amount secured by the mortgage or charge

The whole or any part of the rent reserved by the Lease or any money
(including interest) payable pursuant to the Lease or any money payable
to Easynet ~~Telecommunications~~ Limited ("the Landlord") in consequence
of any failure by the Company to observe and perform the covenants and
obligations of and the conditions binding the Company contained in the
Lease or any collateral agreement.

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

Easynet ~~Telecommunications~~ Limited, 44-46 Whitflid Street, London.

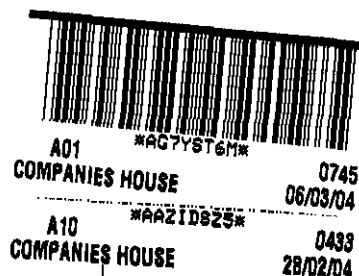
Postcode WIT 2RJ

Presentor's name address and
reference (if any): 2156.

Herbert Smith
Exchange House, Primrose
Street, London, , EC2A 2HS

Time critical reference

For official Use
Mortgage Section



Short particulars of all the property mortgaged or charged

All interest from time to time standing to the credit of an interest bearing account opened in the name of the Landlord with the National Westminster Bank plc or such other clearing bank as the Landlord shall from time to time nominate in accordance with the Deed of Deposit dated 23 February 2004 and made between Easynet Telecommunications Limited (1) Oppenheim Property Fund Management Limited (2) wherein is held the Deposit Sum (as that term is defined in the said Deed of Deposit)

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lettering

HS
4/3/04

Particulars as to commission allowance or discount (note 3)

Signed

Herbert Smith

Date 26 February 2004

On behalf of [XXXXXX] [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. 04570624

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF DEPOSIT SUPPLEMENTAL TO AN UNDERLEASE DATED THE 23rd FEBRUARY 2004 AND CREATED BY OPPENHEIM PROPERTY FUND MANAGEMENT LTD FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO EASYNET LIMITED 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 6th MARCH 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th MARCH 2004.



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

P. Pan.