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CHFP004

COMPANIES FORM NO. 395

Particulars of a mortgage or charge

A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

395

093668/13

Please do not
write in
this margin

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

*Insert full name
of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

3

Company number

5466039

Name of company

* Eurotel Holdings Limited (company number 5466039) (the "Company")

Date of creation of the charge

29th day of July 2005

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

Deed of assignment of sale and purchase agreement (the "Assignment")

Amount secured by the mortgage or charge

All the Company's liabilities to National Westminster Bank Plc (the 'Bank') of any kind and in any currency (whether present or future, actual or contingent and whether incurred alone or jointly with another) including banking charges, commission, interest, costs and expenses (the "Secured Liabilities").

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

National Westminster Bank Plc

135 Bishopsgate

London

Postcode

EC2M 3UR

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

DLA Piper Rudnick Gray Cary UK LLP
101 Barbirolli Square
Manchester
M2 3DL

Our Ref: MM/DG/77601/120033/7078498.1

Time critical reference

For official Use
Mortgage Section

Post room



A07
COMPANIES HOUSE

A18NF7IA

0578
03/08/05

Short particulars of all the property mortgaged or charged

With full guarantee, by way of continuing security for the payment and discharge of the Secured Liabilities, the full benefit of all of the Company's right, title and interest in and under the Sale and Purchase Agreement including, for the avoidance of doubt, all rights of the Company to sue or take any action in respect of any breach of any of the Vendors.

"Sale and Purchase Agreement" means the acquisition agreement dated 1 July 2005 and made between the Vendors (as defined in the Sale and Purchase Agreement) and the Company in relation to the acquisition by the Company of the entire issued share capital of Neville Ward Holdings Limited (company number 2949461).

Please do not
write in
this margin

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

T490

Particulars as to commission allowance or discount (note 3)

Nil

For National Westminster Bank Plc

Signed John Peter Andrew Gray Cymru UK LLP Date 2 August 2005

On behalf of ~~{company}~~ {mortgagee/chargee}†

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payable to
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(See Note 5)

Notes

†delete as
appropriate

- 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, DX: 33050 Cardiff

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05466039

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF ASSIGNMENT DATED THE 29th JULY 2005 AND CREATED BY EUROTEL HOLDINGS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NATIONAL WESTMINSTER BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 3rd AUGUST 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 5th AUGUST 2005.

A handwritten signature in dark ink, appearing to be 'R.R.' or similar, located in the lower left quadrant of the page.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —