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lettering* Insert full name
of company

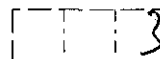
COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.**395**To the Registrar of Companies
(Address overleaf - Note 6)

For official use Company number



1157638

Name of company

*** Rolfe & Nolan Limited (the "Company")**

Date of creation of the charge

14 December 2004

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

Pledge Agreement (the "Charge")

Amount secured by the mortgage or charge

All present and future obligations of the Company, it's holding company Rolfe & Nolan Group Limited (company number 4641157) (the "Parent") and any subsidiaries of the Parent for principal, interest, costs or otherwise, incurred under or in connection with a facilities agreement dated 14 December 2004 and made between, amongst others, the Parent (1), the subsidiaries of the Parent listed therein as the Original Borrowers (2), Lloyds TSB Bank Plc (as Agent, Arranger, Security Trustee and Working Capital Bank) and the Financial Institutions listed therein as Original Lenders (the "Facilities Agreement") or under any document or agreement defined as a Finance Document in the Facilities Agreement, whether in their capacity as a borrower or as a guarantor.

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

Lloyds TSB Bank plc whose registered office is at 25 Gresham Street, London in its capacity as security trustee under the Facilities AgreementPostcode **EC2V 7HN**Presentor's name, address and
reference (if any):Osborne Clarke
Apex Plaza
Forbury Road RG1 1AX
DXFor official use
Mortgage sectionA18
COMPANIES HOUSE

ARUCF15T

0598
17/12/04

Time critical reference

Com 395-1/2

Short particulars of all the property mortgaged or charged

79,143 common shares held by the Company in Rolfe & Nolan Systems Inc, an Illinois corporation organised under the Illinois Business Corporation Act, (the "Pledged Shares"), together with all present and future rights to receive:

- (a) all dividends and interest payable on the Pledged Shares;
- (b) all proceeds of the Pledged Shares and any other rights, title and interest of the Company in the Pledged Shares; and
- (c) all other securities, money and other property required to be pledged under the Charge and all rights related thereto.

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payable to
Companies House
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mortgage or
charge.
(See Note 5)

Particulars as to commission allowance or discount (note 3)

Nil

Signed

Osborne Clarke

Date

16 December 2004

On behalf of ~~Company~~ [mortgagee/chargee]*

*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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01157638

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A PLEDGE AGREEMENT DATED THE 14th DECEMBER 2004 AND CREATED BY ROLFE & NOLAN LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY, ROLFE & NOLAN GROUP LIMITED AND ANY SUBSIDIARIES OF THE PARENT TO LLOYDS TSB BANK PLC AS SECURITY TRUSTEE UNDER THE FACILITIES AGREEMENT 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 17th DECEMBER 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21st DECEMBER 2004.

Pangels



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —