

M

COMPANIES FORM No. 395

AcCNT. 00400040/10

395

CHFP000

Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block lettering* insert full name
of Company

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

Name of company

* MISMS SERVICES LIMITED

Date of creation of the charge

23 OCTOBER 2002

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

A DEED OF ADMISSION TO AN OMNIBUS LETTER OF SET-OFF
DATED 3RD JULY 1995 (THE "LETTER")

Amount secured by the mortgage or charge

ALL OR ANY OF THE PRESENT & FUTURE LIABILITIES TO
LLOYDS TSB BANK PLC ("THE BANK") OF THE COMPANIES
LISTED BELOW ("THE COMPANIES") OR ANY OF THEM (WHETHER
SUCH LIABILITIES BE ACTUAL, CONTINGENT, PRIMARY,
COLLATERAL, SEVERAL OR JOINT & WHETHER SUCH ACCOUNTS
OR LIABILITIES BE DENOMINATED IN STERLING AND/OR IN
A CURRENCY OR CURRENCIES OTHER THAN STERLING):

SEE ATTACHED LIST

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

LLOYDS TSB BANK PLC 71

LONDON

RE 30: 00: 02

Postcode

EC3P 3BS

DT/SEC/16735
Presenter's name address and
reference (if any):LLOYDS TSB BANK PLC
PO Box 72
BAILEY DRIVE
GILLINGHAM BUSINESS PARK
KENT ME8 0LS

Time critical reference

For official Use (02/00)
Mortgage SectionPMO
COMPANIES HOUSEA04
COMPANIES HOUSE

P3QIF88N

A2KQXG21

0079

13/11/02

0213

20/11/02

Short particulars of all the property mortgaged or charged

ANY SUM OR SUMS FOR THE TIME BEING STANDING TO THE CREDIT OF ANY ONE OR MORE OF ANY PRESENT OR FUTURE ACCOUNTS OF THE COMPANIES OR ANY OF THEM WITH THE BANK (INCLUDING ANY ACCOUNTS HELD IN THE BANK'S NAME WITH ANY DESIGNATION WHICH INCLUDES THE NAME(S) OF THE COMPANIES OR ANY OF THEM) WHATEVER SUCH ACCOUNTS BE DENOMINATED IN STERLING OR IN A CURRENCY OR CURRENCIES OTHER THAN STERLING.

NOTE: BY CLAUSE 4 OF THE LETTER THE COMPANIES AGREED THAT NONE OF THEM WOULD (WITHOUT THE PRIOR WRITTEN CONSENT OF THE BANK ASSIGN, MORTGAGE, CHARGE OR OTHERWISE CONFER UPON ANY THIRD PARTY ANY RIGHT, TITLE OR INTEREST IN OR TO ALL OR ANY OF THE ACCOUNTS FOR THE TIME BEING OF THE COMPANIES WITH THE BANK OR ANY SUM OR SUMS STANDING TO THE CREDIT OF ANY ONE OR MORE OF SUCH ACCOUNTS, OR ATTEMPT TO DO ANY SUCH THING OR ALLOW ANY SUCH THIRD PARTY RIGHT, TITLE OR INTEREST TO SUBSIST EXCEPT IN EACH CASE IN FAVOUR OF, OR UPON, THE BANK)

Particulars as to commission allowance or discount (note 3)

NIL

Signed ELC

Date 19/11/02

On behalf of [company] [mortgagee/chargee]†

Please do not write in this margin

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

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:-

THE SCHEDULE

PART I - The Existing Companies

Name	Company Number	Registered Office
Misys plc	1360027	Burleigh House, Chapel Oak, Salford Priors, Worcestershire WR11 5SH
Misys Financial Systems Limited	1519547	Burleigh House, Chapel Oak, Salford Priors, Worcestershire WR11 5SH
Misys Motorscreen Limited	1319081	Burleigh House, Chapel Oak, Salford Priors, Worcestershire WR11 5SH
Countrywide Holdings (UK) plc	2435766	Burleigh House, Chapel Oak, Salford Priors, Worcestershire WR11 5SH
Misys Insurance Management Limited (previously known as Countrywide Insurance Marketing Limited)	1992860	Burleigh House, Chapel Oak, Salford Priors, Worcestershire WR11 5SH
Misys IFA Services plc (previously called Countrywide Management Group plc)	2338540	Burleigh House, Chapel Oak, Salford Priors, Worcestershire WR11 5SH
MSP Systems Limited	2062470	Burleigh House, Chapel Oak, Salford Priors, Worcestershire WR11 5SH
Misys Insurance Services Limited	2698756	Burleigh House, Chapel Oak, Salford Priors, Worcestershire WR11 5SH
The Insurance Marketing Network Limited	2685380	Burleigh House, Chapel Oak, Salford Priors, Worcestershire WR11 5SH
Kapiti Limited	1841697	Burleigh House, Chapel Oak, Salford Priors, Worcestershire WR11 5SH
Misys B & S Division (previously called ACT Group plc)	844354	Burleigh House, Chapel Oak, Salford Priors, Worcestershire WR11 5SH
Misys International Banking Systems Limited (previously known as Midas-Kapiti International Limited)	971479	Burleigh House, Chapel Oak, Salford Priors, Worcestershire WR11 5SH
Dorquish Limited (formerly known as ACT Financial Systems Limited)	963035	Burleigh House, Chapel Oak, Salford Priors, Worcestershire WR11 5SH
Penta Insurance Systems Limited	2557681	Burleigh House, Chapel Oak, Salford Priors, Worcestershire WR11 5SH
ACT Insurance Systems Limited	2685165	Burleigh House, Chapel Oak, Salford Priors, Worcestershire WR11 5SH

Name	Company Number	Registered Office
Shaw Insurance Brokers Limited	3079792	Burleigh House, Chapel Oak, Salford Priors, Worcestershire WR11 5SH
Misys Asset Management Systems Limited (previously known as ACT Financial Systems Limited)	2760212	Burleigh House, Chapel Oak, Salford Priors, Worcestershire WR11 5SH
Summit Systems International Limited	3379663	Burleigh House, Chapel Oak, Salford Priors, Worcestershire WR11 5SH
Misys Holdings Limited	1752099	Burleigh House, Chapel Oak, Salford Priors, Worcestershire WR11 5SH
ITL Information Technology Limited	874912	Burleigh House, Chapel Oak, Salford Priors, Worcestershire WR11 5SH
Misys Interactive Trading Limited	1811517 (in supplemental deeds dated 2nd July 1997, 30th July 1997 and 29th August 1997 incorrectly quoted as 3259285)	Burleigh House, Chapel Oak, Salford Priors, Worcestershire WR11 5SH
Mocom Systems (UK) Limited	2196164	Burleigh House, Chapel Oak, Salford Priors, Worcestershire WR11 5SH
Misys (Jersey) Limited	69521	22 Grenville Street, St. Helier, Jersey JE4 8PX Channel Islands
Misys Claims Management Limited (previously known as CWA Claims Services Limited)	3379665	Burleigh House, Chapel Oak, Salford Priors, Worcestershire WR11 5SH
Misys Group Holdings Limited (previously known as BrokerCare Limited)	3379662	Burleigh House, Chapel Oak, Salford Priors, Worcestershire WR11 5SH
The Frustum Group (Europe) Limited	2801072	Burleigh House, Chapel Oak, Salford Priors, Worcestershire WR11 5SH
Misys Securities Trading Systems Limited (previously known as Soft Option Systems Limited)	2396127	Burleigh House, Chapel Oak, Salford Priors, Worcestershire WR11 5SH
Misys International Banking Systems (Risk) Limited (previously known as MKI Risk Limited)	2374250	Burleigh House, Chapel Oak, Salford Priors, Worcestershire WR11 5SH
Misys International Banking Systems (CIS) Limited (previously known as Midas-Kapiti International (CIS) Limited)	3259295	Burleigh House, Chapel Oak, Salford Priors, Worcestershire WR11 5SH

Kindle Banking Systems Limited	1545543	Burleigh House, Chapel Oak, Salford Priors, Worcestershire WR11 5SH
Misys Investment Limited	3931564	Burleigh House, Chapel Oak, Salford Priors, Evesham, WR11 8SP
Misys Portfolio Holdings Limited	4314360	Burleigh House, Chapel Oak, Salford Priors, Evesham, WR11 8SP
Misys Finance Limited	3931299	Burleigh House, Chapel Oak, Salford Priors, Evesham, WR11 8SP
Misys IFA Desktop Solutions Limited	3870713	Burleigh House, Chapel Oak, Salford Priors, Evesham, WR11 8SP
Misys Services Limited	1941076	Burleigh House, Chapel Oak, Salford Priors, Evesham, WR11 8SP
ACT Overseas Limited	1543895	Burleigh House, Chapel Oak, Salford Priors, Evesham, WR11 8SP

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01941076

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF ADMISSION TO AN OMNIBUS LETTER OF SET OFF DATED 3RD JULY 1995 (THE LETTER) DATED THE 23rd OCTOBER 2002 AND CREATED BY MISYS SERVICES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND/OR ALL OR ANY OF THE OTHER COMPANIES NAMED THEREIN TO LLOYDS TSB BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 13th NOVEMBER 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 28th NOVEMBER 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —