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COMPANIES FORM No. 395

395

CHWP000

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

Particulars of a mortgage or charge

COMPANIES HOUSE

01 OCT 2003

MORTGAGE FEE

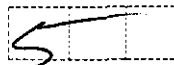
A fee of £10 is payable to Companies House in respect of
each register entry for a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



2801072

Name of company

* THE FRUSTRON GROUP (EUROPE) LIMITED

Date of creation of the charge

17th September 2003

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

A DEED OF ASSIGNMENT TO
An Omnibus Letter of Set-Off dated 30 July 1995 (the "Letter")

Amount secured by the mortgage or charge

All or any of the present and 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 and whether such accounts or liabilities be
denominated in sterling and/or in a currency or currencies other than sterling):(List of companies party to
the Agreement)

See Attached

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

Lloyds TSB Bank plc
25 Gresham Street
London

30-00-02

Postcode EC2V 7HN

Presentor's name address and
reference (if any):Lloyds TSB Bank plc
City Office
P.O. Box 72, Bailey Drive
Gillingham Business Park
Kent ME8 0LSFor official Use
Mortgage Section

n/pnd

PMO *PEGYT86KM 0393
COMPANIES HOUSE 01/11/03
A19 *R4KHC#2Y* 0435
COMPANIES HOUSE 10/10/03

Time critical reference

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) whether such accounts be denominated in sterling or in a currency or currencies other than sterling.

Please do not write in this margin

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

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 agree 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

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Signed

Date

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

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:-

THE SCHEDULEPART I - The Existing Companies

<u>Name</u>	<u>Company Number</u>	<u>Registered Office</u>
Misys plc	1360027	Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.
Misys Financial Systems Limited	1519547	Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.
Misys Motorscreen Limited	1319081	Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.
Countrywide Holdings (UK) Limited (formerly Countrywide Holdings (UK) Plc)	2435766	Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.
Misys Insurance Management Limited (formerly Countrywide Insurance Marketing Limited)	1992860	Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.
Sesame Services Limited (formerly Misys IFA Services Limited)(formerly Misys IFA Services plc) (formerly Countrywide Management Group Plc)	2338540	Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.
MSP Systems Limited	2062470	Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.
Misys Insurance Services Limited	2698756	Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.
The Insurance Marketing Network Limited	2685380	Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.
Kapiti Limited	1841697	Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.
Misys B & S Division Limited (formerly ACT Group Plc)	844354	Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.
Misys International Banking Systems Limited (formerly Midas-Kapiti International Limited)	971479	Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.
Dorquish Limited (formerly known as ACT Financial Systems Limited)	963035	Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.

Penta Insurance Systems Limited	2557681	Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.
ACT Insurance Systems Limited	2685165	Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.
Shaw Insurance Brokers Limited (formerly Shaw Insurance Services Limited)	3079792	Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.
Misys Asset Management Systems Limited (formerly ACT Financial Systems Limited)	2760212	Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.
Summit Systems International Limited	3379663	Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.
Misys Interactive Trading Limited	1811517 (in supplemental deeds dated 2nd July 1997, 30 th July 1997 and 29 th August 1997 incorrectly quoted as 3259285)	Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.
Misys Holdings Limited	1752099	Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.
ITL Information Technology Limited	874912	Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.
Mocom Systems (UK) Limited	2196164	Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.
Misys Group Holdings Limited (formerly Brokercare Limited)	3379662	Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.
The Frustrum Group (Europe) Limited	2801072	Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.
Misys Securities Trading Systems Limited (formerly Soft Option Systems Limited)	2396127	Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.
Misys International Banking Systems (Risk) Limited (formerly MKI Risk Limited)	2374250	Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.

Misys International Banking Systems (CIS) Limited (formerly Midas Kapiti International (CIS) Limited)	3259295	Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.
Misys (Jersey) Limited	69521	22 Grenville Street, St. Helier, Jersey JE4 8PX, Channel Islands.
Kindle Banking Systems Limited	1545543	Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.
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.
Sesame Group Limited (formerly Financial Options Group Limited)	3573352	Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.
Financial Options Services Limited	2246025	Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.
i.e. Group Limited	2542977	Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.
Misys Healthcare Systems (International) Limited (formerly Sunquest Europa Limited)	02774580	Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.

PART II - The Further Companies

<u>Name</u>	<u>Company Number</u>	<u>Registered Office</u>
DBS Management Limited (formerly DBS Management plc)	01451043	Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.
DBS Mortgage Services Limited	02692525	Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.
Sesame Protection Services Limited (formerly DBS Protection Services Limited)	04219529	Burleigh House, Chapel Oak, Salford Priors, Evesham WR11 8SP.
Sesame General Insurance Services Limited (formerly Misys Assured Services Limited)	01902998	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. 02801072

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 DATED THE 17th SEPTEMBER 2003 AND CREATED BY THE FRUSTUM GROUP (EUROPE) 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 1st OCTOBER 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27th OCTOBER 2003.

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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —