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COMPANIES FORM No. 395

395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

5

2870220

Name of company

* The Research Department Limited

*Insert full name
of company

Date of creation of the charge

21 September 1998

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

Mortgage

Amount secured by the mortgage or charge

All moneys and liabilities (whether present or future actual or contingent) now or at any time or times hereafter due or owing or incurred by the Company (whether as principal or surety to 3i Group plc.

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

3i Group plc, 91 Waterloo Road, London

Postcode

SE1 8XP

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

Osborne Clarke
Apex Plaza
Forbury Road
Reading RG1 1AX
Ref : GL/RLL

For official use
Mortgage section

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

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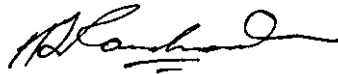
Please see attached Annexure A.

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

Particulars as to commission allowance or discount (note 3)

N/A

Signed



Date

21/9/98

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.

Annexure A

(Short particulars of all the property mortgaged or charged)

1. Fixed charges by way of legal mortgage on all estates and interest in the property described below together with all buildings and fixtures (including trade and other fixtures) and fixed plant and machinery of the company from time to time thereon and therein and the proceeds of sale thereof:

Leasehold property at Dovetail House, Stokenchurch,
Buckinghamshire, HP14 3RG

2. The Company shall not without the previous written consent of 3i Group plc:
 - 2.1 sell, give or share possession of, grant or agree to grant any lease or tenancy of, or accept or agree to accept a surrender or any variation or addition to the terms of any lease or tenancy of, or otherwise dispose of or assign the mortgaged property or any part thereof;
 - 2.2 create or attempt to create any mortgage charge or other security upon the mortgaged property or any part thereof which would rank in priority to or pari passu with the charge hereby created;
 - 2.3 allow any lien to arise on or affect the mortgaged property or any part thereof except in the case of a lien arising by operation of law in the ordinary course of business.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02870220

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE DATED THE 21st SEPTEMBER 1998 AND CREATED BY THE RESEARCH DEPARTMENT LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO 3i GROUP plc WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 25th SEPTEMBER 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 28th SEPTEMBER 1998 .

Peter C Protheroe

for the Registrar of Companies



C O M P A N I E S H O U S E