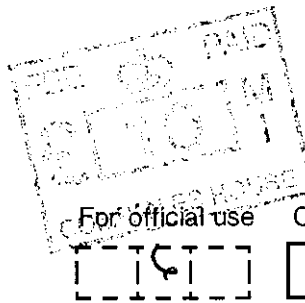


**M**Please do not  
write in  
this margin**COMPANIES FORM No. 395****Particulars of a mortgage or charge****395**

Pursuant to section 395 of the Companies Act 1985

**CHA 116**Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

Company number

2974642

Name of company

\* TOAD Plc (the "Company")

\* insert full name  
of company

Date of creation of the charge

29 August 2001

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

See continuation sheet 1.

Amount secured by the mortgage or charge

All monies obligations and liabilities covenanted to be paid or  
discharged to the Bank pursuant to the Debenture.

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

National Westminster Bank Plc of 135 Bishopgate, London

Postcode

EC2M 3UR

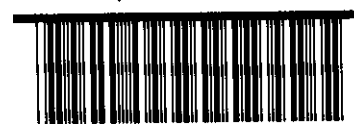
Presentor's name address and  
reference (if any);Denton Wilde Sapte  
1 Fleet Place  
London *Countel*  
EC4M 7WS

SAH/CAH/58167.00467

Time critical reference

For official use  
Mortgage Section

Post room

LD3  
COMPANIES HOUSE0252  
13/09/01

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this margin

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legibly, preferably  
in black type, or  
bold block  
lettering

The Company assigned in favour of the Bank with full title guarantee by way of security all of its rights, title and interest (both present and future) in the Target D Acquisition Agreement.

Definitions:

Target D means Datatool (UK) Limited, a company incorporated under the laws of England and Wales with registered number 1532123

Target D Acquisition Agreement means the agreement dated 1 June 2001, relating to the acquisition of the entire issued share capital of the Target D made between the Borrower, Simon Hill and Judith Hill.

Particulars as to commission allowance or discount (note 3)

NIL

Signed Denton Wilde Sapte

Date 13/9/01

On behalf of [~~company~~] [mortgagee/chargee] <sup>†</sup>

<sup>†</sup> 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.

Please do not  
write in this  
binding margin

## Particulars of a mortgage or charge (continued)

Continuation sheet No 1  
to Form No 395 and 410 (Scot)

CHA 116

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

Company Number

2974642

Name of Company

TOAD Plc

Limited\*

\* delete if  
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Security assignment dated 29 August 2001 granted by the Company in favour of the Bank (the "Supplemental Security Assignment") and which is supplemental to the mortgage debenture dated 16 June 1999 entered into by the Company in favour of the Bank (the "Debenture").

Amount due or owing on the mortgage or charge (continued)

Please do not  
write in this  
binding margin

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

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02974642

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SUPPLEMENTAL SECURITY ASSIGNMENT (SUPPLEMENTAL TO THE MORTGAGE DEBENTURE DATED 16TH JUNE 1999) DATED THE 29th AUGUST 2001 AND CREATED BY TOAD PLC FOR SECURING ALL MONIES OBLIGATIONS AND LIABILITIES COVENANTED TO BE PAID OR DISCHARGED BY THE COMPANY TO NATIONAL WESTMINSTER BANK PLC PURSUANT TO THE DEBENTURE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 13th SEPTEMBER 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15th SEPTEMBER 2001 .



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —