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COMPANIES FORM No. 395

395

Particulars of a mortgage or charge

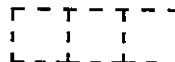
Please do not
write in
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Pursuant to section 395 of the Companies Act 1985

Please complete
legibly, preferably
in black type or
bold block
lettering*Insert full name
of company

To the Registrar of Companies

For official use Company number



3061401

Name of company

* N H COMPUTER TRAINING PLC

Date of creation of the charge

29 JANUARY 1999

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

DEED OF RENT DEPOSIT

Amount secured by the mortgage or charge

All monies payable by the tenant to the landlord under the terms of a Lease of 3rd floor and part basement, Beaufort House, Newhall Street, Birmingham dated 29 January 1999 made between (1) the Chargee and (2) the Company ("Lease").

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

Deloitte & Touche, Colmore Gate, Colmore Row, Birmingham

B3 2BN

Postcode

B3 2BN

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

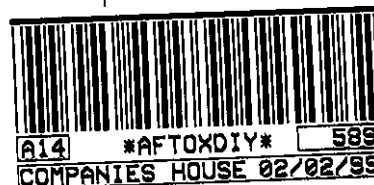
Martineau Johnson
DX 13031
Birmingham

LHE/TO805072

Time critical reference

For official use
Mortgage section

Post room



Short particulars of all the property mortgaged or charged

Please do not
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this margin

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legibly, preferably
in black type or
bold block
lettering

A Rent Deposit of £40,655 which the Chargee as Landlord pursuant to the Lease may draw upon if the Company fails to pay the rents reserved by the Lease or the Chargee incurs any expenses due to the failure of the Company to observe the covenants as tenant contained in the Lease. The Company is under an obligation to make up any shortfall in the amount deposited following a withdrawal of such sums by the Chargee as Landlord.

Particulars as to commission allowance or discount (note 3)

Signed

Matthew Johnson

Date

1 February 1999

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.

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FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03061401

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF RENT DEPOSIT DATED THE 29th JANUARY 1999 AND CREATED BY NH COMPUTER TRAINING PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO DELOITTE & TOUCHE UNDER THE TERMS OF A LEASE OF EVEN DATE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 2nd FEBRUARY 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 4th FEBRUARY 1999.

Peter C Protheroe

for the Registrar of Companies



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