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CHFP004

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

COMPANIES FORM No. 395

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



3375419

395

Name of company

* HUMAN CAPITAL RESOURCES LIMITED

Date of creation of the charge

19th December 2001

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

FLOATING CHARGE

Amount secured by mortgage or charge

ALL PRESENT AND FUTURE OBLIGATIONS AND LIABILITIES
WHETHER ACTUAL OR CONTINGENT OWED BY THE CHARGOR
TO THE LENDER UNDER A LOAN AGREEMENT DATED
19th December 2001.

7

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

BUPA FINANCE PLC, BUPA HOUSE, 15-19 BLOOMSBURY WAY,
LONDON

Postcode LC1A 2BA

Presentor's name address and
reference (if any):REF: KHS/LEGAL
BUPA
BUPA HOUSE
15-19 BLOOMSBURY WAY
LONDON LC1A 2BA

Time critical reference

For official Use
Mortgage Section

Post room

A13
COMPANIES HOUSE0424
04/01/02

Short particulars of all the property mortgaged or charged

ALL THE UNDERTAKING, GOODWILL, PROPERTY, ASSETS, REVENUES
AND RIGHTS OF THE CHARGOR

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write in this
margin

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

Particulars as to commission allowance or discount (note 3)

NONE

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

27.12.01

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.
- 5 Cheques and postal orders are to be made payable to **Companies House**
- 6 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF14 3UZ, DX: 33050 Cardiff

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03375419

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FLOATING CHARGE DATED THE 19th DECEMBER 2001 AND CREATED BY HUMAN CAPITAL RESOURCES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BUPA FINANCE PLC UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 4th JANUARY 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th JANUARY 2002.

A handwritten signature in ink, appearing to be 'J. P.' or similar.



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES