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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Please do not
write in
this margin

CHA256

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

Pursuant to section 395 of the Companies Act 1985

ACCOUNT

SEP 2004

400124/10

To the Registrar of Companies

For official use

Company number

| | | |
|--|--|---|
| | | 4 |
|--|--|---|

| |
|---------|
| 3538026 |
|---------|

(Address overleaf - Note 5)

Name of Company

* insert full name
of company

| |
|---------------------|
| GAP Recruitment Ltd |
|---------------------|

Date of creation of the charge

| |
|--------------|
| 22nd Sept 04 |
|--------------|

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

| |
|------------------------------|
| (CHARGE BY WAY OF) DEBENTURE |
|------------------------------|

Amount secured by a mortgagee or chargee

ALL OR ANY SUM DUE FROM THE CHARGOR TO THE
CHARGEES

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

Close Invoice Finance Limited
Southbrook House, 25 Bartholomew Street, Newbury, Berkshire,
RG14 5LL

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

Close Invoice Finance Limited
Southbrook House
25 Bartholomew Street
Newbury
Berkshire RG14 5LL

Time critical reference

For official Use
Mortgage Section

Post Room



Short particulars of all the property mortgaged or charged

By way of Fixed Charge all the freehold and leasehold property of the company now vested in it whether or not registered at HM Land Registry together with all the buildings fixtures including trade fixtures and fixed plant and machinery from time to time thereon.

By way of Fixed Charge all future freehold and leasehold property of the company together with all buildings and fixtures including trade fixtures and fixed plant and machinery from time to time thereon and all the goodwill and uncalled capital for the time being of the company and by way of fixed charge all book debts and other debts now and from time to time due or owing to the company so far as any receivable as defined in the Financing Agreement does not vest or has not vested in the Factor and all intellectual property rights choses in action and claims now and in the future belonging to the company and all shares and rights to the acquisition of shares stocks and other securities held by the company from time to time and by way of floating charge all other undertaking and assets of the company whatsoever and wheresoever both present and future.

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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)

Signed



Date

24th Sept 04

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

†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. The address of the Registrar of Companies is:
COMPANIES HOUSE, CROWN WAY, MAINDY, CARDIFF CF4 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03538026

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 22nd SEPTEMBER 2004 AND CREATED BY GAP RECRUITMENT LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CLOSE INVOICE FINANCE LIMITED WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 25th SEPTEMBER 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29th SEPTEMBER 2004 .

CRH
P.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES