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COMPANIES FORM No. 400

Particulars of a mortgage or charge subject to which property has been acquired

400

CHFP025

Please do not
write in
this margin

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge



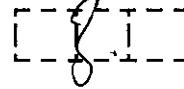
00400076

Pursuant to section 400 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf - Note 4)

For official use Company number



4017590

* insert full name
of Company

Name of company

*REBUS TECHNOLOGIES HOLDINGS LIMITED whose registered office is at
Cutlers Court, 115 Houndsditch, London EC3A 7BR (the "Company")

Date and description of the instrument (if any) creating or evidencing the mortgage or charge (note 1)

A debenture dated 18 March 1999 (the "Debenture") over all, or
substantially all of the present and future assets of Rebus Computer
Services Limited ("Computer Services") and made between, among others,
Computer Services and Chase Manhattan International Limited as
security agent (the "Security Agent").

Amount secured by the mortgage or charge see continuation sheet attached

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

Chase Manhattan International Limited of 125 London Wall, London EC2Y
5AJ acting as the Security Agent.

Short particulars of the property mortgaged or charged

Computer Services charges, by way of first fixed charges, to the
Security Agent all right, title and interest of Computer Services in
and to the following types of assets insofar as these assets
exclusively or predominantly relate to or are used exclusively or
predominantly in connection with the resourcing business of Computer
Services consisting of the recruitment for clients of information
technology staff on a short term, long term or permanent basis, and
all services related thereto, in each case, to the extent carried out
by Computer Services at 00.01 hours London time on 21 July 2000:

- (a) plant, machinery and equipment;
- (b) debts and claims;

Continue overleaf as necessary

Presentor's name address and
reference (if any) :
Norton Rose
Kempson House
Camomile Street
London
EC3A 7AN

For official Use
Mortgage Section

Post room

Time critical reference

TXP/Z951842/M10.11i



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COMPANIES HOUSE

0174
07/08/00

Continuation Sheet 1

Amount secured by the mortgage or charge

All moneys, obligations and liabilities now or hereafter due, owing or incurred by Computer Services to Chase Manhattan International Limited as agent (the "**Agent**") and as Security Agent, Chase Manhattan plc as arranger (the "**Arranger**"), each bank or other financial institution whose name is set out in Schedule 1 of a £70,000,000 secured credit facility agreement dated 12 February 1999 as amended and restated by a supplemental agreement dated 18 March 1999, by a supplemental agreement dated 9 July 1999 and letters dated 6 September 1999, 12 January 2000 and 6 July 2000 (the "**Facilities Agreement**") or which assumes rights and obligations pursuant to a substitution certificate substantially on the terms of Schedule 5 of the Facilities Agreement, Barclays Bank PLC and such other banks and financial institutions as agreed by Suber Interholdco 1 Limited ("**Interholdco**") and the Agent which shall at any relevant time make available ancillary facilities to Interholdco and certain of its subsidiaries pursuant to the terms of the Facilities Agreement as ancillary facilities banks, The Chase Manhattan Bank and such other banks and financial institutions which shall at any relevant time be party to any interest rate arrangements (the "**Hedge Transactions**") as hedge counterparties, as the finance parties (and in each case, with the exception of the Arranger, any respective successors in title, assignees and transferees) or any of them, including, without limitation, all moneys, obligations and liabilities due, owing or incurred, under or pursuant to:

- (a) the following documents (each as may be from time to time amended, varied, novated, supplemented or replaced, together the "**Finance Documents**"), namely:
 - (i) the Facilities Agreement;
 - (ii) an ancillary facilities letter in the agreed form entered into, or to be entered into between Barclays Bank PLC, Interholdco, Rebus Group PLC (now known as Rebus Group Limited) (the "**Target**") and certain of its subsidiaries;
 - (iii) any document or instrument documenting any Hedge Transactions;
 - (iv) an agency and arrangement fee letter dated 8 February 1999, and which has been supplemented by a letter dated 12 February 1999, from Suber Acquisition Limited (the "**Parent**") to the Agent;
 - (v) a guarantee and debenture dated 12 February 1999 entered into by the Parent and the Security Agent;
 - (vi) a guarantee and debenture dated 18 March 1999 entered into by Interholdco and the Security Agent;
 - (vii) a subordination deed dated 12 February 1999 entered into between, among others, the Parent, Interholdco, the Security Agent and the investors defined in the Facilities Agreement;
 - (viii) a supplemental debenture to the Debenture dated 9 July 1999 entered into by the parties to the Debenture;
 - (ix) a guarantee and debenture dated 15 September 1999 entered into by Albis Associates Limited and the Security Trustee;
 - (x) a guarantee and debenture dated 15 October 1999 entered into, among others, by Rebus Electrical Services Limited, Rebus Insurance Services Limited and the Security Agent;
 - (xi) any and all other mortgage, pledge, lien, charge, assignment for the purpose of providing security, hypothecation, right in security, security interest or trust arrangement for the purpose of providing security and any other security arrangement or other arrangement having the effect of providing security, guarantees and other instruments from time to

time entered into by the Parent or any of its subsidiaries by way of guarantee and/or security under the Facilities Agreement;

- (b) the guarantees and indemnities given by Computer Services under the Debenture, which secure all the obligations under the Finance Documents of each of the companies listed in schedule 1 of the Debenture, the Parent and each subsidiary of the Parent which becomes a party to any Finance Document pursuant to the terms of the Facilities Agreement; and
- (c) all other provisions of the Debenture.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04017590

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE FOR ALL MONIES DUE SECURED ON THE PROPERTY ACQUIRED BY REBUS TECHNOLOGIES HOLDINGS LIMITED ON THE 24th JULY 2000 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 7th AUGUST 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10th AUGUST 2000.

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gr.*



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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