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COMPANIES FORM No. 395

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Particulars of a mortgage or charge

A fee of £13 is payable to Companies House in respect of each registry entry for a mortgage or charge

A/C 00400074

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

06229837

Name of company

* insert full name
of company

* Rolfe & Nolan Holdings Limited (the "Company")

Date of creation of the charge

28 June 2007

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

05 A debenture dated 28 June 2007 between, amongst others, the Company and the Security Trustee (as defined below) (the "Debenture")

Amount secured by the mortgage or charge

Presentor's name address and
reference (if any)

Norton Rose

3 More London Riverside

London SE1 2AQ

KNUT/LN09642/BD#6259058v3

Time critical reference

For official Use
Mortgage Section

Post room

THURSDAY



LD4

12/07/2007
COMPANIES HOUSE

445

Amount secured by the mortgage or charge

All obligations or liabilities of any kind incurred by the Company from time to time under or in connection with

(a) the facilities agreement between the Company as a borrower and certain other members of its group, the Security Trustee, and certain other persons as finance parties, dated 28 June 2007, as that agreement may from time to time be amended, restated, novated or replaced, however fundamentally (the "**Facilities Agreement**"),

(b) the mezzanine term facility agreement between the Company as a borrower and certain other members of its group, the Security Trustee, and certain other persons as finance parties, dated 28 June 2007, as that agreement may from time to time be amended, restated, novated or replaced, however fundamentally (the "**Mezzanine Facility Agreement**"),

(c) the Debenture,

(d) any other document defined as a Finance Document in the Facilities Agreement or the Mezzanine Facility Agreement or as a Finance Party Security Document in the Debenture, and

(e) any other document designated as a Finance Document under the Facilities Agreement

(f) any other document designated as a Finance Document under the Mezzanine Facility Agreement

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

CIT Finance (UK) Limited, whose address is Peninsular House, 30-36 Monument Street, London, EC3R 8LJ (the "**Security Trustee**")

Short particulars of all the property mortgaged or charged

1 The Debenture charges all the present and future assets of the Company

2 It creates

(a) a first legal mortgage over all land owned by the Company (except any real property assets belonging to the Company over which the creation of such security is precluded or in respect of which the consent of a third party is required in order to create such security (the "**Consent Properties**")), and

(b) first fixed charges over all of the present and future assets of the Company of the following types

(i) land (except land subject to a legal mortgage and the Consent Properties),

(ii) equipment,

(iii) investments, as described in the Debenture, including all the shares in the capital of Rolfe & Nolan Limited held by, or to the order of, Rolfe & Nolan Group Limited at any time, all the shares in the capital of Rolfe & Nolan Systems Limited held by, or to the order of, Rolfe & Nolan Limited at any time, and all the shares in the capital of Rolfe & Nolan International Limited held by, or to the order of, Rolfe & Nolan Limited at any time,

(iv) key contracts, including any Insurance Contracts as notified to the Security Trustee,

(v) key accounts as described in the Debenture, including any account with a bank or financial institution,

(vi) intellectual property of all kinds,

Short particulars of all the property mortgaged or charged

(vii) monetary claims of any kind,

(viii) certain key acquisition documents and key acquisition rights as described in the Debenture, and

(ix) goodwill and uncalled capital,

in each case, together with all associated rights

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3 It assigns all of the present and future rights of the Company in the key acquisition documents as described in the Debenture and the Facilities Agreement and the Mezzanine Facility Agreement, and the keyman insurance policies effected by Rolfe & Nolan Group Limited on the life of J Birney, R Sylverne and R N Freeman

4 It creates a first floating charge over all of the Company's other undertaking and all present and future assets.

5 It contains an undertaking by the Company that the Company shall not

(a) create or permit to subsist any mortgage, charge, pledge, lien or other security interest securing any obligation of any person or any other agreement or arrangement having a similar effect, or

(b) sell, transfer or otherwise dispose of its assets on terms whereby they are or may be leased to or re-acquired by a borrower or a guarantor under the Facilities Agreement

Particulars as to commission allowance or discount (note 3)

Nil

Signed *Norton Rose*

Date *12/07/07*

On behalf of Norton Rose

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

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- 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge Cheques and Postal Orders must be made payable to **Companies House**
- 6 The address of the Registrar of Companies is Companies House, Crown Way, Cardiff CF14 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 06229837

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 28th JUNE 2007 AND CREATED BY ROLFE & NOLAN HOLDINGS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CIT FINANCE (UK) LIMITED (THE SECURITY TRUSTEE) 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 12th JULY 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18th JULY 2007



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES