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* insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Permission given by
hutchinson 9/15/97
Company number *amend*

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use



Company number *amend*
BR1001 FCO17599

Name of company

* CAMBRIDGE TECHNOLOGY PARTNERS (UNITED KINGDOM), INC. ("Tenant")

Date of creation of the charge

16 JUNE 1997

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

RENT DEPOSIT DEED DATED 16 JUNE 1997 MADE BETWEEN THE PARAGON GROUP OF COMPANIES PLC ("Landlord") (1) AND THE Tenant (2) ("RENT DEPOSIT DEED").

Amount secured by the mortgage or charge

The whole or any part of the rents reserved by a lease dated 16 May 1997 and made between the Landlord and the Tenant ("the Lease") or any money (including interest) payable pursuant to the Lease or any expense incurred by the Landlord or due to the Landlord in consequence of any failure by the Tenant to observe and perform the covenants and obligations of and the conditions binding the Tenant contained in the Lease.

and/or this Deed.

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

~~CAMBRIDGE TECHNOLOGY PARTNERS (UNITED KINGDOM), INC.~~
Eton House *THE PARAGON GROUP OF COMPANIES PLC*
18-24 Paradise Road
Richmond-upon-Thames, Surrey, TW9 1SE.

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

Holman Fenwick & Willan
Marlow House,
Lloyds Avenue
London,

(REF: IAN/556/26062-4

Time critical reference

For official use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

The Tenant's interest in the interest earning deposit account opened by the Landlord at National Westminster Bank plc, Solihull High Street, Solihull, West Midlands ("the Deposit Account") on or before the date of the Rent Deposit Deed and in which the Landlord placed £45,450.

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Particulars as to commission allowance or discount (note 3)

Nil

Signed

Alma Lewis & Wille

Date 24 June 1997

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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. FC017599

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A RENT DEPOSIT DEED DATED THE 16th JUNE 1997 AND CREATED BY CAMBRIDGE TECHNOLOGY PARTNERS (UNITED KINGDOM), INC. FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE PARAGON GROUP OF COMPANIES PLC PURSUANT TO THE LEASE DATED 16TH MAY 1997 AND/OR THIS DEED WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 28th JUNE 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 1st JULY 1997.

A handwritten signature in black ink, appearing to read 'R. N. Owens'.

RICHARD NEIL OWENS

for the Registrar of Companies



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

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