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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

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

CHFP025

Please do not
write in
this margin

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

*insert full name
of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

[15]

02018211

Name of company

* Saxton Bampfylde Hever Limited (the "Chargor")

Date of creation of the charge

2 August 2007

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

Assignment and Confirmation Deed made between the Chargor (1), the Companies (2) and the Bank (3) (the "Deed")

Amount secured by the mortgage or charge

Please see attached schedule 1

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

Kaupthing Singer & Friedlander Limited
One Hanover Street
London (the "Bank")

Postcode W1S 1AX

Presenter's name address and
reference (if any)

Taylor Wessing LLP
Carmelite
50 Victoria Embankment
London
EC4Y 0DX

AGS/CAM

Time critical reference

SFL-4-81 Assign Confirm

For official Use (06/2005)
Mortgage Section

TUESDAY



A16

A90OVS3X

14/08/2007

COMPANIES HOUSE

562

Short particulars of all the property mortgaged or charged

Please see attached schedule 2

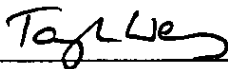
Please do not
write in
this margin

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed



Date

10.08.07

On behalf of ~~XXXXXXXX~~ [mortgagee/chargee] †

*A fee is payable
to Companies
House in
respect of each
register entry
for a mortgage
or charge
(See Note 5)*

† 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 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

Definitions for use in this form 395

In the Form 395 and schedules the following expressions shall have the following meanings

"Astra Acquisition" means the acquisition by the Chargor of the business and assets of the recruitment business of KPMG LLP operated under the name of Executive Resourcing in accordance with the terms of the Astra Acquisition Agreement,

"Astra Acquisition Agreement" means the business purchase agreement dated 6 July 2007 pursuant to which the Astra Acquisition was completed on 6 July 2007,

"Obligor" means each of the Chargor, KTNy Limited, The Talent Business Limited, Hat Pin plc, The Talent Business (US) LLC, Akamai Financial Markets (UK) Limited, Akamai Group Asia Limited, Akamai Financial Markets (Hongkong) Limited, Hat Pin Holdings (UK) Limited, Hat Pin Holdings (Cyprus) Limited and Executive Access (India) Private Limited, and

"Saxton Debenture" means the debenture dated 15 December 2005 between The Chargor (1) and the Bank (2)

Schedule 1

Amount secured by the mortgage or charge

All liabilities of any Obligor owed or expressed to be owed to the Bank, whether or not originally owed to the Bank and whether owed jointly or severally, as principal or surety or in any other capacity (the **"Secured Liabilities"**)

Schedule 2

Short particulars of the property mortgaged or charged

The Chargor as continuing security for the payment of the Secured Liabilities (as defined in the Saxton Debenture) assigned in favour of the Bank with full title guarantee its present and future interest in and the benefit of

- (a) the Astra Acquisition Agreement, and
- (b) all rights and claims in relation to any proceeds of the Astra Acquisition Agreement,

provided that if such agreement is expressed to be non-assignable then the Chargor charged to the Bank by way of fixed charge its interest in and the benefit of it

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 02018211

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ASSIGNMENT AND CONFIRMATION DEED DATED THE 2nd AUGUST 2007 AND CREATED BY SAXTON BAMPFYLDE HEVER LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM ANY OBLIGOR TO KAUPTHINGER SINGER & FRIEDLANDER LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 14th AUGUST 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21st AUGUST 2007

A handwritten signature in black ink, appearing to be 'R. R.' or similar.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES