

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

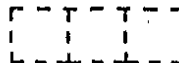
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(only)

To the Registrar of Companies

For official use Company number



3011070

Name of company

* DATA MANAGEMENT SERVICES GROUP LIMITED

Date of creation of the charge

23 FEBRUARY 1995

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

DEBENTURE

Amount secured by the mortgage or charge

ALL MONEYS NOW OR AT ANY TIME HEREAFTER DUE OR OWING TO THE CHARGE HOLDER AND ALL THE OTHER LIABILITIES WHATSOEVER OF THE COMPANY TO THE CHARGE HOLDER AND ALL COSTS AND EXPENSES INCURRED BY THE CHARGE HOLDER IN RELATION TO THE CHARGE ON A FULL INDEMNITY BASIS TOGETHER WITH INTEREST THEREON

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

CLOSE INVOICE FINANCE LIMITED WHOSE REGISTERED OFFICE IS AT SOUTHBOOK HOUSE 25 BARTHOLOMEW STREET NEWBURY BERKSHIRE

Postcode RG14 5LL

Presenter's name, address and reference (if any)

Paul Davidson Taylor
3 Castlefield Court
Church Street
Reigate Surrey RH2 0AH
0737 241440
(Ref NER)

For official use
Mortgage section

Post room



A13 *ARXCV96W* 462
COMPANIES HOUSE 24/02/95

Time critical reference

Short particulars of all the property mortgaged or charged

- (a) Fixed charge on all the Book Debts and other Debts of the Company both present and future including things in action which may give rise to such Book Debts and other Debts sold by the Company and purchased by the Factor in accordance with the Factoring Agreement and not repurchased by the Company pursuant to the provisions thereof
- (b) A floating charge on all the book Debts and other Debts charged by way of fixed charge to the extent that such charge is as aforesaid shall fail as fixed charges but without prejudice to any such fixed charges as shall continue to be effective

(CONTINUED ON CONTINUATION SHEET)

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)

Signed

Paul James Taylor

Date

23.2.75

On behalf of ~~company~~ / mortgagor/chargee

*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 situated 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.

Page 2

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Particulars of a mortgage or charge (continued)

Continuation sheet No. 1
to Forms Nos 395 and 410 (Scot)

Company number

3011070

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

Name of company

DATA MANAGEMENT SERVICES GROUP LIMITED

*Delete if
inappropriate

Limited*

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

DEBENTURE

Amount due or owing on the mortgage or charge (continued)

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legibly, preferably
in black type, or
bold block lettering

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

RESTRICTIONS

The Company covenants inter alia that it will not without the written consent of the Debenture Holder:

1. create or permit to subsist any security, interest, mortgage, charge, lien (save a lien arising by operation of law in the ordinary course of business) or other encumbrance on any of the mortgaged property ranking in priority to or pari passu with any charge created under the Debenture nor sell transfer lease licence nor otherwise dispose of its undertaking and assets or any part thereof except by way of sale at full value in the ordinary course of trading
2. Not without the previous consent in writing of the Debenture Holder deal with the Company's Book Debts and other Debts or securities for money otherwise than by collecting and realising the same as agents for the Debenture Holder. The Company may not realise book Debts and other Debts by means of block discounting factoring or receivables financing. Nothing herein contained shall prejudice the right of the Company to factor or discount the said debts or enter into a Receivables Factoring Agreement in respect thereof with the Debenture Holder

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03011070

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 23rd FEBRUARY 1995 AND CREATED BY DATA MANAGEMENT SERVICES GROUP LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CLOSE INVOICE FINANCE LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 24th FEBRUARY 1995.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27th FEBRUARY 1995.

M SAHA

for the Registrar of Companies



COMPANIES HOUSE

Dx 25/02 Pw

HC026B

M

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

* insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

[12]

3011070

Name of company

* DATA MANAGEMENT SERVICES GROUP LIMITED

Date of creation of the charge

10.02.95

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

DEBENTURE

Amount secured by the mortgage or charge

£200,000

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

THREADNEEDLE PUBLISHING GROUP LIMITED
61 CHARTERHOUSE STREET
LONDON EC1M 6HA

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

For official use

Mortgage Section

REGISTERED

1 28 FEB 1995

Post room

111 111
ATJDX9AF 111
COMPANIES HOUSE 28/02/95

Time critical reference

FIXED AND FLOATING CHARGE OVER THE UNDERTAKING AND ALL PROPERTY AND ASSETS
PRESENT AND FUTURE INCLUDING GOODWILL BOOK DEBTS UNCALLED CAPITAL BUILDINGS
FIXTURES PLANT AND MACHINERY

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this margin

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

Particulars as to commission allowance or discount (note 3)

Signed

Stephen Lloyd

Date 15-2-95

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

Stephen Lloyd

† 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 situated in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Local 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. 03011070

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 10th FEBRUARY 1995 AND CREATED BY DATA MANAGEMENT SERVICES GROUP LIMITED FOR SECURING £200,000 DUE FROM THE COMPANY TO THREADNEEDLE PUBLISHING GROUP LIMITED UNDER THE TERMS OF THE AGREEMENT AND/OR THIS DEBENTURE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 28th FEBRUARY 1995.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2nd MARCH 1995.

M. SAHA

for the Registrar of Companies



COMPANIES HOUSE

HC026B

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2/3/95