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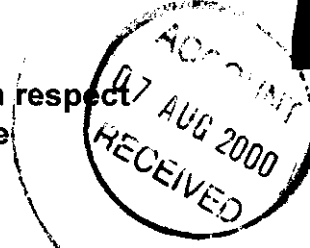
COMPANIES FORM No. 400

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

400

CHFP025

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



00400074

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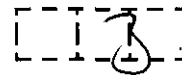
Pursuant to section 400 of the Companies Act 1985

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



3720091

Name of company

* insert full name of Company

*REBUS INSURANCE SERVICES 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

Time critical reference
TXP/Z951842/M10.11ef

For official Use
Mortgage Section

Post room



A31
COMPANIES HOUSE

0182
07/08/00

Short particulars of the property mortgaged or charged (continued)

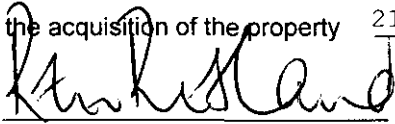
- (c) the proceeds of the collection of debts and claims and credit balances at banks;
- (d) the benefit of insurances;
- (e) goodwill and uncalled capital;
- (f) intellectual property of all kinds,
- in each case, together with all associated rights.

Please do not
write in
this margin

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

Date of the acquisition of the property 21 July 2000

Signed



Designation†

Director

Date

4 August 2000

A fee of £10 is
payable to
Companies House
in respect of each
register entry for a
mortgage or
charge.
(See Note 3)

† Insert
Director,
Secretary,
Administrator,
or
Administrative
Receiver as
appropriate

Notes

- 1 A description of the instrument, eg, "Trust Deed", "Debenture", etc, as the case may be, should be given.
- 2 A verified copy of the instrument must be delivered with these particulars correctly completed to the Registrar of Companies within 21 days after the date of the completion of the acquisition of the property which is subject to the charge. 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. If the property is situated and the charge was created outside Great Britain, they must be delivered within 21 days after the date on which the copy of the instrument could in due course of post, and if despatched with due diligence have been received in the United Kingdom.
- 3 Cheques and Postal Orders are to be made payable to **Companies House**.
- 4 The address of the Registrar of Companies is:-

Companies House
Crown Way
Cardiff
CF14 3UZ

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. 03720091

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE FOR ALL MONIES DUE SECURED ON THE PROPERTY ACQUIRED BY REBUS INSURANCE SERVICES LIMITED ON THE 21st 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.

L.C.
gpc



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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