

M**COMPANIES FORM No. 395****Particulars of a mortgage or charge****395**

CHWP000

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

5

3698942

Name of company

* insert full name
of Company

* ANITE SYSTEMS HOLDINGS LIMITED

Date of creation of the charge

28TH FEBRUARY 2006

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

A Deed of Admission to
An Omnibus Letter of Set-Off dated 9TH DECEMBER 2002 (the "Letter")

Amount secured by the mortgage or charge

All or any of the present and future liabilities to Lloyds TSB Bank plc ("the Bank") of the companies listed below ("the Companies") or any of them (whether such liabilities be actual, contingent, primary, collateral, several or joint and whether such accounts or liabilities be denominated in sterling and/or in a currency or currencies other than sterling):(List of companies party to
the Agreement)**See Attached**

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

Lloyds TSB Bank plc
25 Gresham Street
London

30-00-02

Postcode

EC2V 7HN

Presentor's name address and
reference (if any) : ABH-19670Lloyds TSB Bank plc
City Office
P.O. Box 72, Bailey Drive
Gillingham Business Park
Kent ME8 0LS

Time critical reference

For official Use
Mortgage Section

Post room

A09
COMPANIES HOUSE369
02/03/2006

Short particulars of all the property mortgaged or charged

Any sum or sums for the time being standing to the credit of any one or more of any present or future accounts of the Companies or any of them with the Bank (including any accounts held in the Bank's name with any designation which includes the name(s) of the Companies or any of them) whether such accounts be denominated in sterling or in a currency or currencies other than sterling.

NOTE: By Clause 4 of the Letter, the Companies agreed that none of them would (without the prior written consent of the Bank) assign, mortgage, charge or otherwise confer upon any third party any right, title or interest in or to all or any of the accounts for the time being of the Companies with the Bank or any sum or sums standing to the credit of any one or more of such accounts, or agree to do any such thing, or allow any such third party right, title or interest to subsist (except in each case in favour of, or upon, the Bank).

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

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

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† 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 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

The Schedule
Part I - The Existing Companies

<u>Name</u>	<u>Company Number</u>
Anite Group Plc	1798114 (quoted as 1798144 in previous document)
Anite plc	564653
Anite Holdings International Limited	2220957
Anite Public Sector Ltd	3495019
Anite Scotland Ltd	3698171
Anite Business Systems Limited	3698178
Anite Calculus Limited	3248135
Anite Government Systems Limited	3698175
Anite Online Limited	3785715
Anite Systems Holdings Limited	3698942
Anite Telecoms Limited	1721900
Anite Work Management Limited	3757788
Anite.Net Limited	4045673
Backcross Limited	3493926
Didgicom Limited	3326313
Educational Measurements Limited	688335
Imasys Local Government Limited	3291189
J & S Engineers Limited	652243
Anite Finance Limited (formerly Parsec Systems Limited)	3332333
Sheridan Systems Limited	2118935
Wick (Surrey) Properties Limited	552578
C M E Software Systems Limited	3679505
Ideal Technology Services Limited	3440102
Micro Surveys Property Systems Limited	2428813

Part II - The Further Company
Company Number

<u>Name</u>	
FSS Group Limited	3767125

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03698942

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF ADMISSION TO AN OMNIBUS LETTER OF SET-OFF DATED 9th DECEMBER 2002 DATED THE 28th FEBRUARY 2006 AND CREATED BY ANITE SYSTEMS HOLDINGS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND/OR ALL OR ANY OF THE OTHER COMPANIES NAMED THEREIN TO LLOYDS TSB BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 2nd MARCH 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6th MARCH 2006.

PIDM



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES