

M

Particulars of a mortgage or charge

395

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 lettering

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

0112

2066785

Name of company

* MIRAMAR INVESTMENTS LIMITED

* insert full name
of company

Date of creation of the charge

29th DECEMBER 1994.

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

FIXED AND FLOATING CHARGE

Amount secured by the mortgage or charge

All monetary and other liabilities and obligations now or at any time hereafter owed or incurred by the Company to or in favour of the Security Holder, present or future, actual or contingent, liquidated or unliquidated, whether arising in or by contract, tort, restitution, assignment or breach of statutory duty and whether arising under a factoring or invoice discounting agreement between the Company and the Security Holder or otherwise.

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

GRIFFIN FACTORS LIMITED

21 FARNCOMBE ROAD, WORTHING, WEST SUSSEX

Postcode

BN11 2BW

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

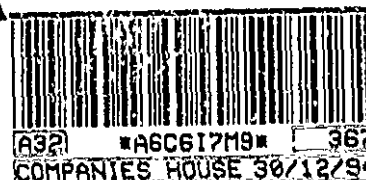
Wilde & Partners
DX 428
LONDON

For official Use
Mortgage Section

Post room

30 DEC 1994

Time critical reference



Short particulars of all the property mortgaged or charged

(1) By way of Fixed Charge:

- (i) All Receivables purchased or purported to be purchased by the Security Holder from the Company pursuant to an Invoice Discounting Agreement Agreement between the Security Holder and the Company which fail to vest effectively or absolutely in the Security Holder for any reason;
- (ii) all Other Debts of the Company;
- (iii) all title, property, right or interest of the Company in the goods to which any Receivable or other Debt relates;

(continued on continuation page)

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

Wilde & Partners

Date

29th DECEMBER 1994.

On behalf of [company][mortgagee/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 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 The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF4 3UZ

**Particulars of a mortgage or charge
(continued)**

Please do not
write in this
binding margin

Continuation sheet No
to Form No 395 and 410 (Scot)

Company number

2066785

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

Name of company

MIRAMAR INVESTMENTS LIMITED

Limited*

*delete if
inappropriate

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

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

Please do not
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binding margin

Please complete
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bold block lettering

Please do not
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Names, addresses and descriptions of the mortgages or persons entitled to the charge (continued)

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

- (iv) all the Company's rights as unpaid vendor and all other rights of the Company under any contract pursuant to which any Receivable or such Other Debt comes into existence;
 - (v) all guarantees, indemnities, insurances and securities given to or held by the Company in respect of any Receivable or Other Debt or the goods to which it relates; and
 - (vi) all computer equipment, computer data, books, documents and other records in or upon or by which any Receivable or Other Debt or Related Rights are recorded or evidenced.
- (2) By way of floating charge the undertaking and all the property rights and assets of the Company, present and future, other than any of such property rights and assets the subject of a fixed charge in favour of the Security Holder but so that the Company may not create or permit to subsist any other encumbrance or trust which affects or may affect any of the charged property or enter into any agreement for the sale and purchase of debts save with the Security Holder.

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY No. 02066785

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FIXED AND FLOATING CHARGE DATED THE 29th DECEMBER 1994 AND CREATED BY MIRAMAR INVESTMENTS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO GRIFFIN FACTORS LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 30th DECEMBER 1994.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 4th JANUARY 1995.

for the Registrar of Companies

DX
4-1
HL



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

HC026B