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COMPANIES FORM No. 395

# 395

## Particulars of 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 lettering*

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

For official use

Company number

5 fl

3194496

Name of company

\* insert full name  
of Company

\* THE SANDWICH FACTORY HOLDINGS LIMITED

Date of creation of the charge

15TH JULY 1996

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

CROSS GUARANTEE AND INDEMNITY BETWEEN THE SANDWICH  
FACTORY HOLDINGS LIMITED / THE SANDWICH FACTORY LIMITED  
AND CLYDESDALE BANK EQUITY LIMITED

Amount secured by the mortgage or charge

ALL MONIES DUE FROM TIME TO TIME TO CLYDESDALE  
BANK EQUITY LIMITED BY THE SANDWICH FACTORY LIMITED

06 the co and J

see fax.

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

CLYDESDALE BANK EQUITY LIMITED

30 ST VINCENT PLACE

GLASGOW

Postcode

G1 2HL

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

Ref: KMM/61278

Elliott & Company

Centurion House

Deansgate

Manchester M3 3WT

Time critical reference

For official Use  
Mortgage Section



PMO \*P6FPHNQT\* 75  
COMPANIES HOUSE 01/08/96  
COMPANIES HOUSE 31/07/96

Short particulars of all the property mortgaged or charged

PROPERTY CHARGED BY THE COMPANY BY THE "RELEVANT DOCUMENTS" (AS DEFINED IN THE CROSS GUARANTEE) BEING:

A TRUST DEED DATED 15TH JULY 1996 BETWEEN THE SANDWICH FACTORY HOLDINGS LIMITED AND CLYDESDALE BANK EQUITY LIMITED.

A DEED OF CROSS GUARANTEE AND INDEMNITY DATED 15TH JULY 1996 MADE BETWEEN THE SANDWICH FACTORY HOLDINGS LIMITED / THE SANDWICH FACTORY LIMITED AND CLYDESDALE BANK EQUITY LIMITED.

CHARGE OVER SECURITIES DATED 15TH JULY 1996 MADE BETWEEN THE SANDWICH FACTORY HOLDINGS LIMITED AND CLYDESDALE BANK EQUITY LIMITED.

CHARGE OVER SECURITIES DATED 15TH JULY 1996 MADE BETWEEN THE SANDWICH FACTORY LIMITED AND CLYDESDALE BANK EQUITY LIMITED.

DEBENTURE DATED 15TH JULY 1996 BETWEEN THE SANDWICH FACTORY HOLDINGS LIMITED AND CLYDESDALE BANK EQUITY LIMITED.

DEBENTURE DATED 15TH JULY 1996 BETWEEN THE SANDWICH FACTORY LIMITED AND CLYDESDALE BANK EQUITY LIMITED.

Please do not  
write in  
this margin

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legibly, preferably  
in black type, or  
bold block lettering

Particulars as to commission allowance or discount (note 3)

N/A

Signed *Elwyn Thomas*

Date *30th July '96*

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:-

**ELLIOTT & COMP.**  
SOLICITORSCENTURION HOUSE · DEANS GATE · MANCHESTER  
Telephone: 0161-834 9933 Fax: 0161-832 3693 DX 14346 M

**FAX** TO: Companies House  
 FAX NO: 01222 380827 PAGE: 1 OF: 1  
 ATTENTION OF: Joanne Cambourne  
 FROM: K. Mellor FAX NO: 832 3693 (enb)  
 COMPANY: Elliott DATE: 1/8/96  
 Post-It Fax note

Ref No: 7688

The Registrar of Companies  
 Companies House  
 DX 33050  
 CARDIFF 1

Your reference:

Our reference:

KMM/LAS/61278

1 August 1996

For the attn of Joanne Cambourne

Dear Sirs

The Sandwich Factory Holdings Limited / The Sandwich Factory Limited

I refer to my letter of July 30th and your telephone conversation with my secretary this morning. I hereby formally request that the Forms 395 for each of the above companies sent with my letter of July 30th and relating to the Deed of Cross Guarantee and Indemnity of July 15th 1996 should be amended so as to show in the "amount secured" box on each:-

"All monies due from time to time to Clydesdale Bank Equity Limited by The Sandwich Factory Holdings Limited and The Sandwich Factory Limited"

I hereby authorise you to effect these changes on behalf of this firm and I trust that registration of the Deed can now be completed.

Yours faithfully

*Elliott & Company***Elliott & Company**

Geoffrey A. Lord  
 Timothy J. Chapman  
 Robin L. Chubb  
 Roger A. Dobbins  
 Clare E. Edwards  
 Martin P. Farrell  
 Anthony L. Greenwood  
 John E. Groome  
 Barry K. Holland\*  
 Julian M. Holt  
 Geoffrey P. Keens  
 Katharine M. Mellor  
 Fiona C. Miller  
 Peter N. Miller  
 Jyoti Patel  
 Joti A. Penrose-Stevens  
 R. Paul Roberts  
 David S. Walton  
 Anthony C. Warkins

Associates:  
 Iain Corbett  
 Marise S. Cellers  
 Graham R. Hughes  
 Sarah J. Naylor  
 Neal E. Samari  
 Susan C. Walsh  
 Michael D. Woolley

Consultant:  
 John C. K. Elliott

Middle East  
 Consultant:  
 Ibrahim Y. Kanaan

Chief Executive:  
 Leslie J. Newell

\*Notary Public



FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03194496

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CROSS GUARANTEE AND INDEMNITY DATED THE 15th JULY 1996 AND CREATED BY THE SANDWICH FACTORY HOLDINGS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND/OR THE SANDWICH FACTORY LIMITED TO CLYDESDALE BANK EQUITY LIMITED WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 1st AUGUST 1996.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 5th AUGUST 1996.

*J. Cambourne*

J. CAMBOURNE

for the Registrar of Companies

Post  
5/8



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

HC026B