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COMPANIES FORM No. 395

Paid £10.00 Cash

395

CHFP000

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legibly, preferably
in black type, or
bold block lettering

Particulars of a mortgage or charge

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

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number
4180002

Name of company

* insert full name
of Company*
REDPUMA LIMITED

Date of creation of the charge

25 JUNE 2001

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 and whether arising in or by contract, tort, restitution, assignment or breach of statutory duty and whether arising under the factoring agreement made between the Company and the Security Holder ("the Agreement") or otherwise.

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

BIBBY FACTORS NORTHEAST LIMITED
105 DUKE STREET

Postcode

LIVERPOOL

Presentor's name address and
reference (if any) :BIBBY FACTORS NORTHEAST LIMITED
4A TOWER HOUSE
ST CATHERINE'S COURT
SUNDERLAND

The critical reference

For official Use
Mortgage Section

Post room

HLE
COMPANIES HOUSE0164
25/06/01

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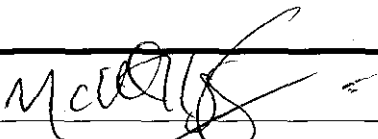
By way of fixed equitable charge:

- i) any present or future debt (purchased or purported to be purchased by the Security Holder pursuant to the Agreement) the ownership of which fail to vest absolutely and effectively in the Security Holder for any reason together with the Related Rights (as defined in the Agreement) pertaining to such debt ("the Factored Debts"); and
- ii) all amounts of indebtedness now or at any time hereafter owing or becoming due to the Company on account whatsoever (together with the Related Rights pertaining thereto) other than the Factored Debts;

By way of floating charge all the undertaking and all the property rights and assets of the Company, whatsoever and wheresoever, both present and future, including the Company's stock in trade and its uncalled capital ("Property"), other than such of the Property as shall be subject to the fixed charges referred to above.

Particulars as to commission allowance or discount (note 3)

NONE
Signed



Date

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

25 JUNE 2001

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charge.
(See Note 5)

† 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:-

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FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04180002

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FIXED AND FLOATING CHARGE DATED THE 25th JUNE 2001 AND CREATED BY REDPUMA LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BIBBY FACTORS NORTHEAST LIMITED AND WHETHER ARISING UNDER THE FACTORING AGREEMENT OR OTHERWISE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 25th JUNE 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29th JUNE 2001.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

[Handwritten signature]