

271900/39

In accordance with Section 860 of the Companies Act 2006

MG01

Particulars of a mortgage or charge



A fee is payable with this form
We will not accept this form unless you send the correct fee
Please see 'How to pay' on the last page

What this form is for
You may use this form to register particulars of a mortgage or charge in England and Wales or Northern Ireland

What this form is NOT for
You cannot use this form to register particulars of a charge for a Scottish company. To do this, please use form MG01s

WEDNESDAY

AOXM7Z3Q
09/11/2011 23
A49 COMPANIES HOUSE
For official use

1 Company details

Company number: 0 1 4 2 8 2 1 0

Company name in full: Specialist Computer Centres Plc
(the "Company")

→ **Filling in this form**
Please complete in typescript or in bold black capitals
All fields are mandatory unless specified or indicated by *

2 Date of creation of charge

Date of creation: ^d0^d4 ^m1^m1 ^y2^y0^y1^y1

3 Description

Please give a description of the instrument (if any) creating or evidencing the charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'

Description: Fixed Charge on purchased debts which fail to vest (the "Fixed Charge")

4 Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured: All monetary and other liabilities and obligations now or at any time owed or incurred by the Company to or in favour of the Security Holder under or in connection with the Finance Documents, present or future, actual or contingent, liquidated or unliquidated, whether arising in or by contract, tort, restitution, assignment or breach of statutory duty (the "Obligations")

Continuation page
Please use a continuation page if you need to enter more details

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5 Mortgagee(s) or person(s) entitled to the charge (if any)

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge

Continuation page
Please use a continuation page if you need to enter more details

Name HSBC Invoice Finance (UK) Limited (00759657) (the

Address 21 Farncombe Road, Worthing, West Sussex

Postcode B N 1 1 2 B W

Name "Security Holder")

Address

Postcode

6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Continuation page
Please use a continuation page if you need to enter more details

Short particulars

Charging provision:

(1) Secure payment and performance as provided for in clause 2 of the Fixed Charge, the Company, with full title guarantee, charged in favour of the Security Holder, by way of fixed equitable charge, all Purchased Debts which fail to vest effectively and absolutely in the Security Holder pursuant to the Agreement

(2) The Company warranted that, except as disclosed to the Security Holder in writing, it is capable of giving a full title guarantee in respect of all the Charged Property and that all the Charged Property is free from any charge or other encumbrance or trust and undertakes that, except with the prior written consent of the Security Holder

(1) the Company shall not sell, mortgage, charge, pledge, assign, part with possession of or otherwise dispose of any of the Charged Property nor release, exchange, compound, set-off, grant time or indulgence in respect of any of the Charged Property except as expressly provided in this Fixed Charge or as permitted under the Agreement, and

(11) the Company shall not enter into any factoring or discounting agreement or any other agreement for the sale and purchase of debts except with the Security Holder or other than pursuant to the BNP Facility or the IBM Facility and the sale of any Purchased Debt or other Debt by way of factoring, discounting or otherwise to any person other than the Security Holder shall be deemed not to be in the normal course of business

MG01s - continuation page

Particulars of a charge created by a company registered in Scotland

6 Short particulars of all the property charged

Please give the short particulars of the property charged

Short particulars

Definitions

"Agreement" means the receivables finance agreement dated 4 November 2011 and/or any supplement, variation or replacement for such agreement and made between (1) the Companies and (2) the Security Holder pursuant to which the Security Holder has agreed to make certain receivables purchase facilities available to the Companies

"BNP Facility" has the same meaning assigned to it in the Agreement

"Charged Property" means the property of the Company charged in favour of the Security Holder pursuant to clause 3 of the Fixed Charge (paragraph 1 of this form)

"Companies" means Specialist Computer Centres Plc (01428210), Specialist Distribution Group (SDG) Ltd (01769690) and ISI Distribution Ltd (02478802)

"Debt" has the meaning given to it in the Agreement

"Finance Documents" has the meaning given to it in the Agreement

"IBM Facility" has the same meaning assigned to it in the Agreement

"Purchased Debt" means a Debt purchased or purported to be purchased by or assigned to the Security Holder pursuant to the Agreement including any Associated Rights (as defined in the Agreement) pertaining thereto

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7 Particulars as to commission, allowance or discount (if any)

Please insert the amount or rate percent of any commission, allowance or discount paid or made either directly or indirectly by the company to any person on consideration of his

- subscribing or agreeing to subscribe, whether absolutely or conditionally, or
- procuring or agreeing to procure subscriptions, whether absolute or conditional,

for any debentures included in this return The rate of interest payable under the terms of the debentures should not be entered

Commission, allowance or discount N/A

8 Delivery of instrument

You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860) If the property is situated and the charge was created outside the United Kingdom (UK), you must deliver the information to the Registrar within 21 days after the date on which the instrument could have been received in the UK in the normal course of post and assuming you had posted it promptly (section 870)

We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 866) The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it Where a body corporate gives the verification, an officer of that body must sign it We will also accept a verified copy where section 867(2) applies (property situated in another part of UK)

9 Signature

Please sign the form here

Signature

Signature

X

Eversheds LLP

X

This form must be signed by a person with an interest in the registration of the charge

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form and will establish where we return the original documents. The contact information you give will be visible to searchers of the public record.

Contact name Patrick Davis

Company name Eversheds LLP

Address 115 Colmore Row

Post town Birmingham

County/Region

Postcode B 3 3 A L

Country

DX DX 13004 Birmingham

Telephone 0845 497 9797



Certificate

We will send your certificate to the presenter's address if given above or to the Company's Registered Office if you have left the presenter's information blank.



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following.

- The company name and number match the information held on the public Register
- You have included the original deed with this form
- You have entered the date the charge was created
- You have supplied the description of the instrument
- You have given details of the amount secured by the mortgagee or chargee
- You have given details of the mortgagee(s) or person(s) entitled to the charge
- You have entered the short particulars of all the property mortgaged or charged
- You have signed the form
- You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record.



How to pay

A fee of £13 is payable to Companies House in respect of each mortgage or charge.

Make cheques or postal orders payable to 'Companies House'.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

For companies registered in England and Wales:

The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland.

The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House, Second Floor, The Linnenhall, 32-38 Linnenhall Street, Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk



FILE COPY

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

Pursuant to section 869(5) & (6) of the Companies Act 2006

**COMPANY NO. 1428210
CHARGE NO. 11**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A FIXED CHARGE ON PURCHASED
DEBTS WHICH FAIL TO VEST DATED 4 NOVEMBER 2011 AND
CREATED BY SPECIALIST COMPUTER CENTRES PLC FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO HSBC INVOICE FINANCE (UK) LTD ("THE
SECURITY HOLDER") ON ANY ACCOUNT WHATSOEVER
UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT
CREATING OR EVIDENCING THE CHARGE WAS REGISTERED
PURSUANT TO CHAPTER 1 PART 25 OF THE COMPANIES ACT
2006 ON THE 9 NOVEMBER 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14 NOVEMBER
2011

DX

