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COMPANIES FORM No. 395

Particulars of a mortgage or charge



395

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

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E10

CHFP025

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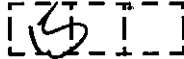
Please complete legibly, preferably in black type, or bold block lettering

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



1439213

Name of company

* HHT LIMITED

*insert full name of Company

Date of creation of the charge

10 April 2002

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

Fixed charge on all Debts and Related Rights and Floating Charge on all other property

Amount secured by the mortgage or charge

of

All monetary and other liabilities and obligations now or at any time hereafter or incurred by the Company to or in favour of First National Invoice Finance Limited ("the Security Holder"), present or future, actual or contingent, liquidated or unliquidated and whether arising in or by contract, tort, restitution, assignment or breach of statutory duty and whether arising under the Factoring Agreement dated the 10 April 2002 and made between the Company and the Security Holder (the "Agreement") or otherwise.

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

First National Invoice Finance Limited whose registered office is situate at First National House College Road Harrow Middlesex.
Postcode HAL 1FB

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

Bermans
7 ~~Ralli Courts~~
New Bailey Street
Manchester M3 5FT
DX 14365 Manchester

44/lml/FIR/1/41

Time critical reference

For official Use
Mortgage Section

Post room



A19
COMPANIES HOUSE

0746
23/04/02

Short particulars of all the property mortgaged or charged

1. By way of Fixed Charge all:-

a. Specified Debts being any Book Debts (purchased or purported to be purchased by the Security Holder pursuant to the Agreement) the Ownership of which shall fail to vest absolutely and effectively in the Security Holder for any reason together with the Related Rights pertaining to such Book Debts.

b. All Other Debts being all amounts of indebtedness now or at any time hereafter owing or becoming due to the Company on any account whatsoever (together with the Related Rights pertaining thereto) other than the Specified Debts.

2. By way of Floating Charge all the Property (being 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) other than such of the Property as shall be subject to a fixed charge pursuant to clause 3(1).

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

Bermans -

Date 22 April 2002

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

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or 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:-
Companies House, Crown Way, Cardiff CF14 3UZ

FILE COPY



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

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

COMPANY No. 01439213

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FIXED CHARGE ON ALL DEBTS AND RELATED RIGHTS AND FLOATING CHARGE ON ALL OTHER PROPERTY DATED THE 10th APRIL 2002 AND CREATED BY HHT LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO FIRST NATIONAL INVOICE FINANCE LIMITED ON ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 23rd APRIL 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 25th APRIL 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Handwritten signature