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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

3

2247289

Name of company

\* insert full name  
of Company

\* SPAW FORTH PLANNING + URBAN REGENERATION  
LTD.

Date of creation of the charge

28TH APRIL 1998

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

DEBENTURE

Amount secured by the mortgage or charge

ALL MONIES DUE UNDER A FACTORING AGREEMENT DATED

28TH APRIL 1998

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

REEDHAM FACTORS LIMITED,

RICHMOND HOUSE, 15 BLOOM STREET

MANCHESTER

M60 7PP

Postcode

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

Reedham Factors Limited  
Richmond House  
15 Bloom Street  
Manchester M60 7PP

For official Use  
Mortgage Section



Time critical reference

**Short particulars of all the property mortgaged or charged**

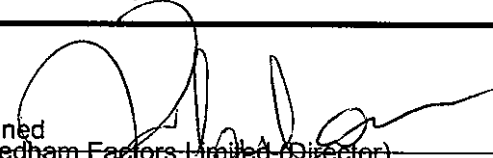
1. By way of first fixed charge all Specified Debts - (defined in the Agreement as:  
"any Debt (as defined in the Agreement and assigned or purported to be assigned to the Factor pursuant to the Agreement) which fails to vest absolutely and effectively in the Factor for any reason;")  
  
and Other Debts - (defined in the Agreement as:  
"all amounts of indebtedness now or at any time hereafter owing or becoming due to the Company on any account whatsoever (other than the Specified Debts) together with all Associated Rights (as defined in the Agreement but so that for the purpose of that definition a "Contract of Sale" shall mean a contract giving rise to such indebtedness) pertaining to such amounts of indebtedness;")
2. By way of Floating Charge the Floating Assets - defined in the Agreement as:
  - (i) the whole of the company's undertaking and all its property assets and rights whatsoever and wheresoever, both present and future, including its stock in trade and its uncalled capital other than the Specified Debts and the Other Debts; and
  - (ii) the Specified Debts and the Other Debts to the extent only that the fixed charge created by clause 3(1) shall for any reason be ineffective as a fixed charge;"

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)

NONE

Signed   
p.p. Reedham Factors Limited (Director)  
On behalf of [company] [mortgagee/chargee]†

Date 30.4.98

† 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:-

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02247289

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 28th APRIL 1998 AND CREATED BY SPAWFORTH PLANNING AND URBAN REGENERATION LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO REEDHAM FACTORS LIMITED UNDER A FACTORING AGREEMENT DATED 28TH APRIL 1998 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 1st MAY 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6th MAY 1998.

A handwritten signature in dark ink, appearing to read 'A. Hamilton'.

A. HAMILTON  
for the Registrar of Companies



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

*P. 1/3*  
*6/5*