COMPANIES FORM No 395



Particulars of a

mortgage or charge



Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company Number



2292416

Name of Company

PEOPLE DIRECT RECRUITMENT LIMITED

Date of creation of the charge

30 DECEMBER 1996

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

DEBENTURE

Amount secured by the mortgage or charge

ALL MONIES AND LIABILITIES WHICH ARE NOW OR AT ANY TIME HEREAFTER, DUE OR OWING OR INCURRED BY THE COMPANY TO THE LENDER OR FOR WHICH THE COMPANY MAY BECOME LIABLE, ON ANY ACCOUNT OR IN ANY MANNER WHATEVER WHETHER ACTUAL OR CONTINGENT. UPON THE HAPPENING OF ANY EVENT TOGETHER WITH INTEREST AND OTHER CHARGES AND ALL LEGAL AND OTHER COSTS, CHARGES, EXPENSES AND OTHER PAYMENTS.

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

UCB INVOICE DISCOUNTING LIMITED

LEO HOUSE

RAILWAY APPROACH

WALLINGTON SURREY SM6 0DY

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

MRS S THORNHILL-CRUSH

LEGAL DEPT - 3RD FLOOR

LEO HOUSE

RAILWAY APPROACH

WALLINGTON

SURREY SM6 0DY

DX 124630 WALLINGTON

CHAPP

Time critical reference

For official use Mortgage section

Post room



COMPANIES FORM No 395 (Cont)

Short particulars of all the property mortgaged or charged

BY WAY OF A FIXED CHARGE THE FREEHOLD AND LEASEHOLD PROPERTIES OF THE COMPANY TOGETHER WITH FIXTURES, PLANT AND MACHINERY, BOTH PRESENT AND FUTURE. ALL BOOK DEBTS, BOTH PRESENT AND FUTURE OWING TO THE COMPANY TOGETHER WITH ANY OTHER MONETARY DEBTS AND CLAIMS, STOCKS RIGHT AND LOAN CAPITAL AND THE GOODWILL AND UNCALLED CAPITAL OF THE COMPANY BOTH PRESENT AND FUTURE.

BY WAY OF FLOATING CHARGE, THE UNDERTAKING AND ALL THE PROPERTY AND ASSETS OF THE COMPANY BOTH PRESENT AND FUTURE.

Particulars as to commission allowance or discount (note 3)

N/A

Som thousand com

S THORNHILL-CRUSH Date

3 JANUARY 1997

On behalf of WWW WWW [WWW WW Chargee]

Notes

Signed

- 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 affected 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 vertification 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 sübmitted.
- 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 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 This form should be addressed to the Mortgage Section, PO Box 716, Companies House, Crown Way, CARDIFF, CF4 3YA

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02292416

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 30th DECEMBER 1996 AND CREATED BY PEOPLE DIRECT RECRUITMENT SERVICES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO UCB INVOICE DISCOUNTING LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 4th JANUARY 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th JANUARY 1997.

) Sewlans D. JENKINS

for the Registrar of Companies