

**M**

COMPANIES FORM No. 395

**Particulars of a mortgage or charge****395**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\* insert full name  
of company

To the Registrar of Companies

For official use

Company number



2595903

Name of company

\* SMM SOFTWARE LIMITED

Date of creation of the charge

1st August, 1991

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

Debenture

Amount secured by the mortgage or charge

1. The monies borrowed by SMM Software Limited (the "Borrower") from SMM Limited (the "Lender") pursuant to a Facility Letter dated 1st August, 1991 between the Borrower and Lender and all other moneys and liabilities which shall, for the time being, be due, owing or incurred to the Lender by the Borrower pursuant to the Facility Letter including sums becoming due and interest payable under the Debenture and the Facility as well as before any demand made or judgement obtained and other lawful charges and expenses of the Lender made or incurred in connection with the Debenture or the Facility Letter; and
2. All other present and/or future indebtedness on any account and all other liability whatsoever and howsoever arising of the Borrower to the Lender present, future actual and/or contingent and whether alone or jointly and whether as principal or surety.

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

SMM Limited, SMM House, 106 The Green, Twickenham,  
Middlesex

Postcode

Presenter's name address and  
reference (if any):  
Turner Kenneth Brown  
100 Fetter Lane  
London  
EC4A 1DD

ref: 39/CPRD

Time critical reference

For official Use  
Mortgage Section

Post room

**REGISTERED**

10 AUG 1991

Short particulars of all the property mortgaged or charged (wording as in Debenture)

Please do not  
write in  
this margin

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

(a) by way of first legal mortgage:

(i) the properties referred to in the Schedule hereto and/or the proceeds of sale thereof together with all buildings fixtures (including trade fixtures) and fixed plant and machinery at any time thereon, and it is hereby declared that the interest of the Borrower in the properties is as stated in the Schedule hereto; and

(ii) all other interests or estates in any freehold or leasehold properties belonging to the Borrower at the date hereof;

NB. no properties are contained in the Schedule as referred to.

(b) by way of first specific equitable charge, all estates or interests in any freehold or leasehold properties (except the legally charged properties) now or at any time hereafter during the continuance of this security belonging to, or charged to, the Borrower and/or the proceeds of sale thereof

Particulars as to commission allowance or discount (note 3)

not applicable

Signed

*Thom Kenneth Snow*

Date

7. 8. 91

On behalf of ~~(company)~~ mortgagor/chargee]†

† 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.

Please do not  
write in this  
binding margin

## Particulars of a mortgage or charge (continued)

Continuation sheet No. 1  
to Form No 395 and 410 (Scot)

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

Company number

2595903

Name of company

SMM SOFTWARE

Limited\*

\*delete if  
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Amount due or owing on the mortgage or charge (continued)

Please do not  
write in this  
binding margin

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

Please do not  
write in this  
binding margin

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

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

together with all buildings, fixtures (including trade fixtures) and fixed plant and machinery at any time thereon;

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

(c) by way of first specific charge:

(i) all book debts and other debts whether actual or contingent now, or at any time during the continuance of this security, due or owing to the Borrower in respect of the Property and the benefit of all securities and guarantees now or at any time held by the Borrower in relation thereto;

(ii) all the goodwill, trade marks, copyrights, registered designs and other intellectual property and uncalled capital of the Borrower both present and future;

(iii) the benefit of all or any licences presently held or hereafter acquired by the Borrower;

(d) by way of first floating charge, the undertaking and all property, assets and rights of the Borrower whatsoever and wheresoever situate, both present and future, including those which are not effectively charged as specific fixed charges by Clauses (a), (b) and (c) above.

FILE COPY



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

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

I hereby certify that a mortgage or charge dated the 1st AUGUST 1991  
and created by S.M.M. SOFTWARE LIMITED


for securing all moneys due or to become due from the Company to SMM  
LIMITED under the terms of A FACILITY LETTER DATED 1st AUGUST 1991

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act  
1985, on the 10th AUGUST 1991

Given under my hand at the Companies Registration Office,  
Cardiff the 16th AUGUST 1991

No. 2595903

  
J. P. LUGGAN  
an authorised officer

C.69

P 16/8

# M

Please do not  
write in  
this margin

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

## COMPANIES FORM No. 395 Particulars of a charge

# 395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use Company number

Name of company

S.M.M. SOFTWARE

Limited

Date of creation of the charge

15th November 1991

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

DEBENTURE

Amount secured by the mortgage or charge

All monies now due or hereafter to become due or from time to time accruing due from the Company to the Bank upon any account and in any manner whatsoever.

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

BARCLAYS BANK PLC  
54 LOMBARD STREET  
LONDON EC3P 3AH

Short particulars of all the property mortgaged or charged

SEE OVERLEAF

Presenter's name, address and  
reference (if any): 20-29-43

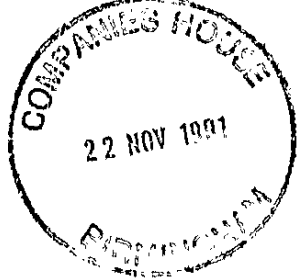
COMPANY AND CREDIT  
INFORMATION SERVICES  
BARCLAYS BANK PLC  
P O BOX 120  
LONGWOOD CLOSE  
COVENTRY CV4 8JH

For official use  
Mortgage section

REGISTERED

22 NOV 1991

Post room



Time critical reference



Short particulars of all the property mortgaged or charged (continued)

- (a) by way of legal mortgage all the freehold and leasehold property of the Company the title to which is registered at H.M. Land Registry together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon;
- (b) by way of legal mortgage all other freehold and leasehold property of the Company now vested in it (whether or not registered at H.M. Land Registry) together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon;
- (c) by way of first fixed charge all future freehold and leasehold property of the Company together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon and all the goodwill and uncalled capital for the time being of the Company;
- (d) by way of first fixed charge all book debts and other debts now and from time to time due or owing to the Company (during the continuance of this security the Company shall pay into the Company's account with the Bank all moneys which it may receive in respect of the book debts and other debts hereby charged and shall not without the prior consent of the Bank in writing purport to charge or assign the same in favour of any other person and shall if called upon to do so by the Bank execute a legal assignment of such book debts and other debts to the Bank);
- (e) by way of a first floating charge all other the undertaking and assets of the Company whatsoever and wheresoever both present and future but so that the Company is not to be at liberty to create any mortgage or charge upon and so that no lien shall in any case or in any manner arise on or affect any part of the said premises either in priority to or *pari passu* with the charge hereby created and further that the Company shall have no power without the consent of the Bank to part with or dispose of any part of such premises except by way of sale in the ordinary course of its business.

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

FOR BARCLAYS BANK PLC

Signed

Date

20 NOV 1991

Designation of position in relation to the company: MANAGER COMPANY AND CREDIT INFORMATION SERVICES

FILE COPY



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

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

I hereby certify that a mortgage or charge dated the 15th NOVEMBER 1991  
and created by S.M.M. SOFTWARE LIMITED

for securing all moneys now due, or hereafter to become due, or from time  
to time accruing due from the company to BARCLAYS BANK PLC

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act  
1985, on the 22nd NOVEMBER 1991

Given under my hand at the Companies Registration Office,  
Cardiff the 28th NOVEMBER 1991

No. 2595903

*Jennifer V Evans*  
JENNIFER V. EVANS

an authorised officer

C.69a

LC  
BM  
28/11

# M

COMPANIES FORM No. 403a

## Declaration of satisfaction in full or in part of mortgage or charge

# 403a

Please do not  
write in  
this margin

Pursuant to section 403(1) of the Companies Act 1985

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

To the Registrar of Companies  
(Address overleaf)

For official use

Company number

S292c.

[ ] [ ] [ ]

2595903

Name of company

\* S.M.M. SOFTWARE LIMITED

\* insert full name  
of company

I, MALCOLM MITCHELL

of THE WHITE COTTAGE OLD AVENUE, WEST BYFLEET, SURREY

† delete as  
appropriate

‡ insert a description  
of the instrument(s)  
creating or  
evidencing the  
charge, eg  
'Mortgage',  
'Charge',  
'Debenture' etc.

§ the date of  
registration may be  
confirmed from the  
certificate

§ insert brief  
details of  
property

[a director][the secretary][the administrator][the administrative receiver]† of the above company, do  
solemnly and sincerely declare that the debt for which the charge described below was given has been  
paid or satisfied in [full][part]

Date and Description of charge: 1<sup>st</sup> AUGUST 1991 - DEBENTUREDate of Registration: 10<sup>th</sup> AUGUST 1991

Name and address of [chargee][trustee for the debenture holders] S.M.M. LIMITED

SMM HOUSE, 106 THE GREEN, TWICKENHAM, MIDDLESEX

Short particulars of property charged: ALL ASSETS OF THE COMPANY

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the  
provisions of the Statutory Declarations Act 1835.

Declared at 25 Maxwell Rd

Northwood Middlesex

Declarant to sign below

the 6<sup>th</sup> day of July

one thousand nine hundred and ninety three

before me

J. P. TARECKA

SOLICITOR

A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths

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

For official Use  
Mortgage Section

Post room

REGISTERED  
13 JUL 1993

