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Companies Form No. 395

395**Particulars of a 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 black
lettering

To the Registrar of Companies

For official use

Company number

X		
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2623569

Name of company

FAITHLOCAL	LIMITED
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*insert full name
of company

Date of creation of the charge

dated the	22nd	day of	JUNE	1993
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Description of the instrument (if any) creating or evidencing the charge (note 2)

DEBENTURE creating a fixed and floating charge on the assets of the company

Amount secured by the charge

First the balance from time to time unpaid of all monies now due or hereafter to become due to the Bank by the Company.

Secondly all liabilities now owing or hereafter to become owing to the Bank by the company actual and/or contingent and in each case whether the same shall be due or owing alone or jointly with any other person or persons or by any firm in which the company may be a partner on overdraft or otherwise and whether as principal or surety

69a.

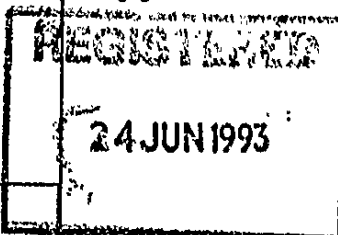
28 JUN 1993

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

YORKSHIRE BANK PLC		
Securities Department		
20 Merrion Way, LEEDS	Postcode	LS2 8NZ

Presenter's name address and
reference (if any):Yorkshire Bank PLC
Securities Department
20 Merrion Way
LEEDS LS2 8NZ

Ref: W981/LHA/TA

For Official Use
Mortgage Section

Post room



Time critical reference

Short particulars of all the property charged

Please do not
write in
this margin

Please complete
legibly,
preferably in
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bold block
lettering

FIRST ALL AND SINGULAR the property described in the schedule hereto and all fixtures (including trade fixtures) fixed plant and machinery from time to time thereon.
SECONDLY all other (if any) the freehold and leasehold property of the Company both present and future and the fixed plant machinery and fixtures (including trade fixtures) from time to time thereon.
THIRDLY all book debts and other debts now due or hereafter to become due or owing to the Company.
FOURTHLY all stocks shares bonds and securities of any kind whatsoever.
FIFTHLY all the present and future uncalled capital and goodwill of the Company and all present and future copyrights patents inventions trade marks design rights know how and other intellectual property rights.
SIXTHLY the undertaking and all property and assets of the Company both present and future.

The Charge created shall as regards the property first secondly thirdly fourthly and fifthly described be a specific first charge and as regards all those parts of the property first and secondly described now vested in the Company shall constitute a charge by way of legal mortgage thereon and as to the property sixthly described shall be a floating charge. But so that the Company shall not without the consent in writing of the Bank:

- (a) create any mortgage debenture or charge upon and so that no lien shall in any case or in any manner arise on or affect any part of the property thirdly and/or sixthly described ranking either in priority to or pari passu with the charge hereby created, or
- (b) sell factor discount or otherwise charge or assign the book debts and other debts now due or hereafter to become due or owing to the Company and the Company shall pay into the Company's account with the Bank all monies which it may receive in respect of such debts.

THE SCHEDULE above referred to

Particulars as to commission allowance or discount (note 3)

NIL

Signed



Date

22 June 1993

On behalf of (company)(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.

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 22nd JUNE 1993
and created by FAITHLOCAL LIMITED

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

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 24th JUNE 1993

Given under my hand at the Companies Registration Office,
Cardiff the 29th JUNE 1993

No. 2623569

P. Jones
P. JONES

an authorised officer

C.69a

Post
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