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COMPANIES FORM NO. 395

AIC 00400063

395**Particulars of a mortgage or charge**

CHFP000

Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block lettering* insert full name
of Company**A fee of £10 is payable to Companies House in respect of
each register entry for a mortgage or charge.**

Pursuant to section 395 of the Companies Act 1985

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

18 APR 2001

RECEIVED

For official use

Company number

2

4089374

Name of company

*

Vertex IT Solutions Limited

Date of creation of the charge

12th April 2001

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

Fixed and Floating Charge on Book and Other Debts

Amount secured by the mortgage or charge

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 28th March 2001 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 Ltd whose registered office is situate at

First National House, College Road, Harrow, Middx

Postcode

HA1 1FB

Presentor's name address and
reference (if any):Adrian Taylor
01202 688009
DX 07645 Poole 1For official Use (02/00)
Mortgage SectionA15
COMPANIES HOUSE0609
18/04/01

Time critical reference

Short particulars of all the property mortgaged or charged

Please do not
write in
this margin

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

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 such of the moneys which the Company may receive in respect of the 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 as shall for the time being stand released (pursuant to Clause 7) from the Fixed Charge created hereby.

Particulars as to commission allowance or discount (note 3)

Signed 

Date 01/4/01

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:-

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04089374

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FIXED AND FLOATING CHARGE ON BOOK AND OTHER DEBTS DATED THE 12th APRIL 2001 AND CREATED BY VERTEX IT SOLUTIONS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO FIRST NATIONAL INVOICE FINANCE LIMITED WHETHER ARISING UNDER THE FACTORING AGREEMENT DATED THE 28TH MARCH 2001 OR OTHERWISE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 18th APRIL 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20th APRIL 2001.

Handwritten signature/initials



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —