

Legal Services for Factors, Discounters & Asset Based Lenders



Leading UK law firm in the ABL arena

Highly regarded throughout the South East corporate finance community, PDT is particularly strong in the commercial finance arena and acts for a large number of ABLs and cash flow finance providers.

www.pdt.co.uk
01403 262 333

Copyright PDT Solicitors 2019

“ PDT are ABL industry specialists and that expertise has been invaluable to us over the years. In addition, they have built a formidable corporate practice and this is another in a long line of successful deals we have worked on together. Most recently PDT worked on a complex deal which needed to be done quickly and efficiently. Noel’s industry expertise and Rosie’s calm efficiency were instrumental in the success of this transaction, and we will continue to use them for ABL and corporate support. ”

John Wilde, Managing Director, Investec Capital Solutions



// Welcome

I wanted to take the time to talk a bit about PDT and our way of doing things which we think makes us different from other law firms.

We work hard at getting things right, not just with the services we provide our clients but also with our staff who deliver these. We want PDT to be a positive experience whether you are a client, potential client, another professional interacting with the firm or those working for us.

We are committed to the development of an excellence in service delivery, the growth of genuine sector expertise and the creation of a working environment that supports, encourages and inspires.

We are a firm built on two core principles: to deliver clear, strong commercial advice and to nurture genuine and supportive relationships with our clients and staff.

We work hard. We take time to listen. We become your soundboard. We are ready for all of the opportunities and challenges you face.

We hope you take time to read our brochure. Talk to us. Give us an opportunity to demonstrate what we can do.



James Clewlow
Managing Partner



We listen. We care. We support.

Our aim is to look after you and provide confident, conscientious advice.



We have a strong eye for business

We look to advise not just on legal aspects but the commercial factors that impact your business.



We act swiftly, without fuss

We provide speedy, practical, no fuss services within a sensible structured fee proposal.



We select our lawyers carefully

We work hard at developing and supporting all our lawyers to help them develop confidence in the services they provide.



We are experienced and considered

We consistently work on high quality, complex work and deliver measured, clear and relevant solutions.



We are there when you need us

We work with you to get the transaction done and to support you in your business objectives.

Legal Services for Factors, Discounters & Asset Based Lenders

Highly regarded throughout the South East corporate finance community, we are a leading UK firm in the ABL arena and have significant experience in dealing with disposals, acquisitions, private equity, AIM transactions and joint ventures.

We are particularly strong in the commercial finance arena and act for a large number of ABLs and cash flow finance providers.

We regularly provide commercial advice to ABLs dealing with client mergers, acquisitions and demergers and to help ABLs assess the specific legal and commercial risks to them presented by their clients' contractual arrangements with customers and suppliers.

We are experienced in advising on documentation, dispute resolution issues, debt recovery, fraud and insolvency.

We have handled a significant number of finance matters over the last 12 months which has seen us working with a number of banks, property funds, asset based lenders, lessors of plant and equipment, discounters and other asset financiers, brokers and intermediaries.

We repeatedly win work over London based firms due to our unique skillset and experience in asset and invoice finance and ability to discover creative and innovative solutions to problems. We work in close collaboration with our clients, challenge convention and aim to find better ways of delivering legal services.

We provide advisory services for the full business lifecycle

From Cradle

- Documentation and assistance with take on
- Registration Services
- Development of New Products
- Advisory Services for new clients
- Internal Training on the key contractual documents
- Internal Training on the Litigation and Insolvency process

Through Lifetime

- Transactional Advice
- Client Reviews
- Property Advice
- International Advice
- Purchasing Portfolios
- Turnaround/Insolvency
- Claims against guarantors/indemnifiers
- Commercial Litigation
- Alternative Dispute Resolution (ADR)

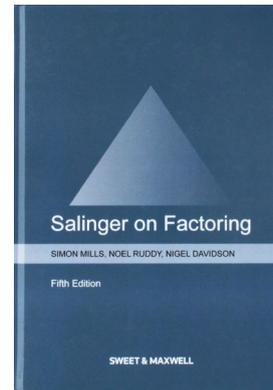
To Grave

- Insolvency Investigations
- Administration & Receivership
- Liquidation and Company Voluntary Arrangement
- Individual Insolvency and Individual Voluntary Arrangements
- Litigation and Recovery
- Claims against guarantors/indemnifiers
- Fraud – Prevention & Cure
- Insolvent Client Reviews
- Insolvency Litigation



Salinger on Factoring (2017)

Noel Ruddy and Nigel Davidson co-edit Salinger on Factoring, together with leading ABL Barrister Simon Mills, which is now in its fifth edition. Salinger on Factoring is generally regarded as the authoritative text on the law and practice of invoice finance in the UK. It is renowned across the globe for its highly practical approach and, in addition to an in-depth legal analysis of UK factoring law, it discusses the various forms, uses and methods by which invoice finance services can assist businesses. It also offers detailed coverage of the legal background in which such services operate.



Key Contacts



Noel Ruddy
Partner
Head of Corporate
01403 831 206
nruddy@pdt.co.uk



Dawn Shadwell
Partner
Corporate & Commercial
01403 831 245
dshadwell@pdt.co.uk



William Angas
Partner
Dispute Resolution
01403 831 266
wangas@pdt.co.uk



Ian Lindley
Partner
Corporate & Commercial
01403 831 214
ilindley@pdt.co.uk



Claire Butler
Senior Associate
Corporate & Commercial
01403 831 254
cbutler@pdt.co.uk



Laura Sutton
Senior Associate
Dispute Resolution
01403 831 244
lsutton@pdt.co.uk



Ben Ashworth
Senior Associate
Dispute Resolution
01403 831 255
bashworth@pdt.co.uk



Justin McConville
Associate
Dispute Resolution
01403 831 202
jmconville@pdt.co.uk



Gareth Collins
Associate
Real Estate
01403 831 246
gcollins@pdt.co.uk



Ruth Clinton
Legal Executive
Corporate & Commercial
01403 831 270
rclinton@pdt.co.uk



Sian Webber
Solicitor
Corporate & Commercial
01403 831 278
swebber@pdt.co.uk



Kelly Wheller
Paralegal
Corporate & Commercial
01403 831 250
kwheller@pdt.co.uk

Receivables Financing & Asset Based Lending Services



Noel Ruddy
Partner
Head of Corporate
01403 831 206
nruddy@pdt.co.uk



Dawn Shadwell
Partner
Corporate & Commercial
01403 831 245
dshadwell@pdt.co.uk



Gareth Collins
Associate
Real Estate
01403 831 246
gcollins@pdt.co.uk



Documentation

We have over 20 years experience in drafting documentation for factors, discounters and asset based lenders. We regularly review and update our documentation so that it reflects modern methods of practice and will overcome challenges by third parties.

Amongst other things we advise on:

- Factoring and invoice discounting agreements
- Domestic and export facilities
- Overpayment facilities
- Non recourse (protection against bad debt) facilities
- Facilities for funding stock, plant & machinery and property
- Debentures, pledges, chattel mortgages, letters of credit
- Property charges for both commercial and residential
- "Back to back" financing agreements
- Loans (secured and unsecured)
- Waivers/acknowledgements/priorities/postponements
- Personal and corporate guarantees/indemnities
- Trade finance agreements



Registration Services

We offer the full range of registration services to our clients at very competitive rates. Amongst other things we advise on:

- Registrations of debentures at Companies House
- Registrations at HM Land Registry
- Filings at the Bills of Sale Registry



New Products

As the market for financial products continues to evolve and develop we are continually working with clients to develop new products for example:

- Overpayments
- Funding for other asset classes
- Cross collateralized facilities
- Single debtor facilities
- Loans and equity participation
- Trade finance facilities
- Payroll services
- Collection services
- Reviewing Data Protection compliance



Advisory Services for New Clients

When new clients are taken on we can assist our clients with such issues as:

- Set-off, deductions and prohibitions on assignment
- Agency arrangements
- RPO issues
- Retention of Title (ROT) and "double ROT" issues
- Third party waivers, acknowledgements, priorities and security
- Reviewing standard terms and conditions
- Trade finance, trust receipts and letters of credit
- Hire agreements
- Franchising agreements
- Distribution/supply agreements
- Data Protection Compliance



Property Services

We provide a full range of real estate advisory services including:

- Drafting property charges
- Land Registry searches
- Land Registry filings
- Cautions/prohibitions/inhibitions/restrictions
- Valuations
- Dealing with pre-existing charges
- Landlord and tenant issues
- Leases
- Distraint
- LPA receiverships
- Charging and Possession Orders



Transactional

Receivables financing has for some time been seen as an important element in funding corporate and non-corporate transactions.

We regularly act for factors and discounters who are assisting in the purchase of a company or business. We have the experience to do this in a tight time frame knowing what we are looking for and how to deal with issues of particular relevance to our client. We have experience in:

- Reviewing and advising on transaction documentation
- Assessing potential risks
- Negotiating with other stakeholders on security arrangements
- Priority/intercreditor agreements



International

We have assisted many UK factors and discounters with issues of an international nature. We use a network of lawyers around the globe to advise on local laws to advise on issues such as:

- Advising on funding structures
- Identifying key legal and commercial issues
- Liaising with local lawyers
- Obtaining and interpreting legal opinions where necessary
- Managing local law filing and registration requirements



Client Reviews

During the life of any client circumstances will change either for the better or the worse.

We regularly assist clients in reviewing the terms of their facilities and will help them assess the position generally, determine the most appropriate options and recommend the most effective solution. Amongst other things we advise on:

- Varying the terms of existing agreements and security
- New security
- Proposed refinancing
- Effect of changes in the client's business
- Breach by the client and available remedies



Purchasing Portfolios

We have assisted clients in purchasing portfolios from other factoring companies and from Administrators. We have also assisted in the transfer of portfolios intra group. Our experience includes:

- Undertaking due diligence on target portfolios
- Negotiation of sale and purchase agreements
- Novation/assignment/agency/management agreements
- Management of completion and post completion requirements

Turnaround and Insolvency



Dawn Shadwell
Partner
Corporate & Commercial
01403 831 245
dshadwell@pdt.co.uk



William Angas
Partner
Dispute Resolution
01403 831 266
wangas@pdt.co.uk



Ian Lindley
Partner
Corporate & Commercial
01403 831 214
ilindley@pdt.co.uk

Over the last 20 years, and as a direct result of our experience of dealing with insolvency issues faced by asset based lenders, we have established a strong insolvency advisory service. We have also forged relationships with all the leading insolvency practitioners who provide their services to factors and discounters.

Amongst other things our services include...

- Advising on breaches of agreement caused by financial distress
- Turnaround advice
- Novations and transfers
- Reviewing security
- Dealing with insolvency appointments
- Negotiating with insolvency practitioners
- Insolvency legislation compliance
- Claims against directors



Insolvency Investigations

In the current climate when there is an increasing risk of fraud and the disappearance of assets we regularly assist our clients in tracking down missing assets and pursuing fraudsters.

- Fraud investigations, asset tracing and recoveries
- Undertaking investigations and conducting enquiries for insolvency practitioners
- Prosecuting claims against directors and third parties



Administration & Receiverships

The Administration process has for some time been the insolvency process of choice for factors and discounters. It is cheap to use and, more importantly, quick. We are regularly instructed to consider the grounds for making an appointment, and if one of the statutory objectives can be satisfied we will deal with the appointment of Administrators on behalf of our client.

- Preparing documents in support of the administration
- Continuation of funding to the distressed company
- Advising on pre-pack sales
- Advising insolvency practitioners throughout the duration of the administration
- Assisting in sales of businesses and assets
- Advising on the transfer of facilities
- Novation/assignment/transfer

As regards the lesser used process of receivership we do advise receivers appointed by both institutional and private security holders including factors and discounters.

- Reviewing legal charges, financing agreements and other security related documentation
- Advising on the appointment of fixed charge receivers or administrative receivers
- Assisting receivers with all legal matters arising from their appointment
- Advising on Court appointed receiverships
- Sales of assets



Liquidation and CVAs

We advise generally in relation to companies which are subject to voluntary or compulsory liquidation process:

- Advising liquidators and factors generally
- Representing factors at creditors' meetings
- Advising on winding up companies by order of the Court
- Advising on all legal issues arising out of liquidations
- Assisting liquidators sales of assets
- Antecedent transactions
- Pursuing claims against third parties including directors
- Assisting liquidators in agreeing claims and challenges

As regards the recently more popular company voluntary arrangement we do advise factors and discounters on the effect on their debts and any security granted to them and additional are experience in advising supervisors of such arrangements.



Individual Liquidation and CVAs

We have a strong bankruptcy practice which also deals with Individual Voluntary Arrangements. We regularly initiate bankruptcy proceedings on behalf of clients who have exhausted all other means of recovery, and will continue to act on their behalf in dealing with an individuals trustee in bankruptcy or, in the case of an IVA, supervisor.

- Debt recovery
- Drafting bankruptcy petition and witness statements
- Arranging representation at creditors' meetings
- Advising trustees on the realisation of the bankrupt's assets
- Obtaining orders for possession and sale of the bankrupt's property
- Advising on antecedent transactions
- Advising the trustee in bankruptcy throughout
- Individual Voluntary Arrangements
- Company Voluntary Arrangements
- Informal/formal compositions with creditors

Litigation and Recovery



William Angas
Partner
01403 831 266
wangas@pdt.co.uk



Laura Sutton
Senior Associate
01403 831 244
lsutton@pdt.co.uk



Ben Ashworth
Senior Associate
01403 831 255
bashworth@pdt.co.uk



Justin McConville
Associate
01403 831 202
jmconville@pdt.co.uk

The knowledge, experience and expertise of our commercial litigation, debt recovery and insolvency teams help factors, discounters and IPs minimise loss and prevent fraud. Where loss or fraud is suffered, we are well placed to assist you in maximising recoveries.



Minimising Loss / Preventing Fraud

The “benefit of hindsight” is of little comfort to a factor or discounter faced with heavy losses following a client failure or fraud.

We believe in knowledge from the outset – know your client, know your security, know your risk – and through regular reviews. Amongst other things we offer the following services:

- **Pre-take on investigation** – investigating and reporting to you on your client’s and guarantor’s financial position, trading history, assets, credit history and directorships.
- **Security review** – reviewing your security documentation (debentures, guarantees, property charges etc) and advising you as to the extent of your protection.
- **Debtor book review/verification** – our debt recovery team will review your debtor book, its spread/concentrations and debtor profiles. We can verify a representative sample of notified invoices. Our team will also be alert for the warning signs of fraud.
- **Ongoing client monitoring** – we can monitor your client and alert you to potential warning signs of impending failure, such as the registration of CCJs, the issue of creditor petitions or the unexpected resignation of company officials.



Maximising Recovery

If you are facing a potential loss, our teams are well placed to offer you sound commercial advice as to your options and to take prompt action to protect your position as far as possible and to maximise recoveries.

Action against guarantors/indemnifiers

As market leading litigators for the factoring, discounting and asset based lending industry, our team regularly brings successful actions against guarantors / indemnifiers.

Our familiarity with the typical documentation used in the industry and with the range of defences relied upon by guarantors / indemnifiers means that we can quickly cut to the chase of a matter and prepare a successful case for you.

We also understand the commercial considerations facing your business and will advise you on negotiating settlements or exploring alternative forms of dispute resolution, such as mediation, where we consider the same to be in your interests.

Action against debtors

Our debt recovery team offers a cost-effective debt collection service.

A dedicated case management system enables the team to process new instructions promptly and ensures demand letters are followed up immediately upon their expiry. The system also allows the team to report to you regularly – updates on an individual case or an entire ledger can be provided daily, weekly or monthly.

The debt recovery team will issue proceedings for you on debtor actions. Where proceedings are defended, the case will be passed to a solicitor in our commercial litigation team to advise you further.

Enforcing judgments

In many cases, obtaining judgment is only the start of the recovery process. Our team will advise you as to the most suitable methods of enforcing your judgment and will work quickly to ensure the best and earliest possible recovery for you.

Fraud

Our commercial litigation team specialises in fraud recovery. We have substantial experience in:

- Obtaining urgent orders from the Court to preserve documents and other information
- Working with forensic IT specialists to preserve crucial electronic documents and data
- Applying for urgent injunctions such as worldwide freezing orders to protect assets
- Obtaining search and seize orders
- Actions to recover the proceeds of fraud (including pursuing tracing remedies)
- Liaising with your insurers

Insolvency litigation

Our insolvency team is focused on maximising recovery for factors and discounters where your client goes into formal insolvency. Services offered by our team which can increase recoveries include:

- Misfeasance and breach of duty actions against (former) directors
- Actions for wrongful or fraudulent trading
- Actions to recover funds for the estate following preferences or transactions at an undervalue

Corporate Law & Deals Investment Shares Mergers & Acquisitions Buy-ins Buy-outs International Business Corporate Restructuring Corporate Finance Debt Refinancing Strategic Advisory Work Commercial Services Terms of Business Commercial Documentation Commercial Agreements Research & Development Agreements Data Protection & GDPR Intellectual Property Commercial Real Estate Acquisitions & Disposals Development & Regeneration Planning & Construction Property Investment Secured Finance Insolvency & Corporate Restructuring Insolvency Investigations Administration & Receiverships Individual Insolvency & IVA S Liquidation & CVAS Directors Disqualification Debt Collection Corporate & Commercial Disputes Contract Disputes Partnership Disputes Property & Land Disputes Employment Law Monthly Support & Advice Packages Management and Health & Safety Training Employment Dispute Resolution Documentation Contracts Settlements



Contact us to discuss how we can help your business.

01403 262 333 | www.pdt.co.uk | law@pdt.co.uk
Authorised and regulated by the Solicitors Regulation Authority