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CHFP025

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legibly, preferably
in black type, or
bold block lettering

*insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

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)

For official use

Company number

1/0

576777

Name of company

* UNIPART GROUP LIMITED

Date of creation of the charge

19 DECEMBER 2003

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

ABL SHARE CHARGE (the "Charge")

Amount secured by the mortgage or charge

All present and future obligations and liabilities (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever) of the Company to any Secured Party (as defined in the Charge) under the Secured Documents (as defined in the Charge) except for any obligation which, if it were so included, would result in the Charge contravening Section 151 of the Companies Act 1985.

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

LLOYDS TSB COMMERCIAL FINANCE LIMITED of Boston House, The Little Green, Richmond, Surrey TW9 1QE (company number 733011) as agent and trustee (the "Asset Trustee")

Postcode

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

Hammonds
7 Devonshire Square
Cutlers Gardens
London
EC2M 4YH

SGL/LLO.200-0048

Time critical reference

For official Use
Mortgage Section

Post room



LD4
COMPANIES HOUSE

L77H8R4J

0238
23/12/03

Short particulars of all the property mortgaged or charged

1. With full title guarantee, by way of first legal mortgage the entire issued share capital, present and future, of each of:

- (a) Unipart North America Limited (registered in England and Wales with Company Number 3588027);
- (b) Unipart Exports Limited (registered in England and Wales with Company Number 1596714);
- (c) Unipart Fleet Services Limited (registered in England and Wales with Company Number 1938709);

(the "Shares")

and any dividend or interest paid or payable in relation to the Shares and any right, money or property accruing or offered at any time in relation to the Shares by way of redemption, substitution, exchange, bonus or preference, under option rights or otherwise (the "Related Assets").

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Particulars as to commission allowance or discount (note 3)

Signed *Hammonds*

Date 23 December 2003

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)

Notes

† delete as appropriate

- 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:-

Companies House, Crown Way, Cardiff CF4 3UZ

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**Particulars of a mortgage or charge
(continued)**

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

CHFP025

Please complete
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Company Number

576777

Name of Company

UNIPART GROUP LIMITED

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)

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bold block lettering

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

Please complete
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bold block lettering

2. (To the extent that they are not the subject of the mortgage described in paragraph 1 above) by way of first fixed charge the Shares and the Related Assets.

The Company must not (apart from Permitted Encumbrances (as defined in the Asset Facility Agreements)):

(a) create or permit to subsist any Encumbrance (as defined in the Asset Facility Agreements) on any of the assets listed at paragraphs 1 and 2 above (each a "Security Asset"); or

(b) sell, transfer, licence, lease or otherwise dispose of any Security Asset.

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FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00576777

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ABL SHARE CHARGE DATED THE 19th DECEMBER 2003 AND CREATED BY UNIPART GROUP LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO LLOYDS TSB COMMERCIAL FINANCE LIMITED AS AGENT AND TRUSTEE (THE "ASSET TRUSTEE") UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 23rd DECEMBER 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29th DECEMBER 2003.

PCA



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES