No. OF COMPANY 860646

COMPANIES REGISTRATION OFFICE -7 II 66

FEE PAID £ 01·00 COMPANIES REGISTRATION

[C.F. 47]

THE COMPANIES ACT, 1948.

SEE BELOW

REGISTERED -9 FEB 1966

Particulars of a Mortgage or Charge created by a Company registered in England.

Pursuant to Section 95

NAME OF COMPANY 452 MOTOR COMPANY, LTD.

LIMITED.

The fee payable on registration of a Mortgage or Charge is 10s. if the amount secured does not exceed £200, and £1 if it exceeds £200.

(*See also page 4.*)

CAT. No. C.F.47.

JORDAN & SONS, LTD., 116, Chancery Lane, London, W.C.2.

SHAW & SONS LTD., 7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

82958(v)

Presented by

District Bank Ltd.,

London

COMPANIES REGISTRATION -9 FEB 1966

PARTICULARS of a

created by 452 MOTOR COMPANY

a Company registered in England.

(1) Date and description of the instrument creating or evidencing the Mortgage or Charge.*	(2) Amount secured by the Mortgage or Charge.	(3) Short Particulars of the Property Mortgaged or Charged.
Mortgage and Debenture dated 4th February, 1966	All monies now owing or hereafter to become owing by the Company to District Bank Ltd. on any account whatsoever.	FIRSTLY, a charge by way of Legal Mortgage on all and singular the leasehold land with garage premises, filling station and motor show rooms erected thereon and known as 364, Chester Road, Castle Bromwich, Birmingham and also known as Timberley Service Station. SECONDLY a specific charge over all the freehold and leasehold property (other than the specifically mortgaged premises) to which the Company now is or at any time during the continuance of this charge becomes entitled. THIRDLY a specific charge over the uncalled capital of the Company for the time being. LASTLY a first floating charge on the undertaking and goodwill of the Company and all its other property assets and rights whatsoever and wheresoever both present and future to the intent that the Company shall not be at liberty to and will not create any mortgage or charge whether specific or floating or confer any lien on the charged premises ranking or purporting to rank in priority to or pari passu with the security created by the charge mentioned in the first column hereof.

This margin to be reserved for binding.

MORTGAGE or CHARGE

.....Limited,

(4) Names, Addresses and Descriptions of the Mortgagees or Persons entitled to the Charge.	(5) 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 subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the Debentures included in this Return.†
District Bank Ltd., Spring Gardens, Manchester.	Nil

This margin to be reserved for binding.

For District Bank Ltd.
per pro DISTRICT BANK LTD.

Signature _____ ~~Manager at~~ WEST BROMWICH

Designation of

DUPLICATE FOR THE FILE

Certificate of the Registration of a Mortgage or Charge.

Pursuant to Section 98 (2) of the Companies Act, 1948.

I hereby Certify that a Mortgage or charge.....

dated the fourth day of February One thousand

nine hundred and sixty six and created by 452 MOTOR CO.

LIMITED

for securing all moneys now due, or hereafter to become due, or from time to time

accruing due from the Company to District Bank Limited on any

account whatsoever.....was **Registered**

pursuant to Section 95 of the Companies Act, 1948 on the ninth

day of February One thousand nine hundred and sixty six.

Given under my hand at London this fourteenth day of

February One thousand nine hundred and sixty six.

L.S. Whitfield.

Assistant Registrar of Companies.

Certificate and Mortgage received by .....

..... Date 16/2/66

(465936) 4472. 49089. 25m 4/65 S(P&D)L
(557919) 181743. 25m 11/65 S(P&D)L

C. 69a.

NO. OF COMPANY 860646 /18

[C.F. 47]

FEE PAID £01·00 COMPANIES

THE COMPANIES ACT, 1948.

REGISTERED 24 AUG 1966

SEE BELOW

Particulars of a Mortgage or Charge created by a Company registered in England.

Pursuant to Section 95

NAME OF COMPANY 452 MOTOR CO[redacted]

LIMITED.

The fee payable on registration of a Mortgage or Charge is 10s. if the amount secured does not exceed £200, and £1 if it exceeds £200.

(*See also page 4.*)

CAT. No. C.F.47.

JORDAN & SONS, LTD., 116, Chancery Lane, London, W.C.2.

SHAW & SONS LTD., 7, 8 & 9, Fetter Lane, London, E.C.4.

Law Stationers and Company Registration Agents.

8170(1)

Presented by

District Bank Ltd

25 Cornhill E.C.3

24 AUG 1966

PARTICULARS of a

created by 452 MOTOR

a Company registered in England.

(1) Date and description of the instrument creating or evidencing the Mortgage or Charge.*	(2) Amount secured by the Mortgage or Charge.	(3) Short Particulars of the Property Mortgaged or Charged.
22.8.66. Mortgage	All monies now owing or hereafter become owing by the Company to District Bank Limited on any account whatsoever	to Leasehold land and garage premises with showroom erected thereon and situate and known as 364 and part of 362 Chester Road CastleBromwich in the County of Warwick together with all that part of the upper storey of premises at 362 Chester Road and all that piece of land situate at the rear of 364 Chester Road Castle Bromwich in the county of Warwick

This margin to be reserved for binding.

MORTGAGE

Limited,

(4) Names, Addresses and Descriptions of the Mortgagees or Persons entitled to the Charge.	(5) 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 subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the Debentures included in this Return.†
DISTRICT BANK LIMITED SPRING GARDENS MANCHESTER.	NIL

This margin to be reserved for binding.

per pro DISTRICT BANK LTD:

Signature _____ Manager at WEST BROMWICH

Designation of position in relation to the Company } BANKERS TO THE COMPANY

DUPLICATE FOR THE FILE

Certificate of the Registration of a Mortgage or Charge.

Pursuant to Section 98 (2) of the Companies Act, 1948.

I hereby Certify that a Mortgage or charge.....

dated the twenty-second day of August One thousand

nine hundred and sixty six and created by 452 MOTOR CO.

LIMITED

for securing all moneys now due, or hereafter to become due, or from time to time

accruing due from the Company to District Bank Limited on any

account whatsoever.....was **Registered**

pursuant to Section 95 of the Companies Act, 1948 on the twenty-fourth

day of August One thousand nine hundred and sixty six.

Given under my hand at London this thirtieth day of

August One thousand nine hundred and sixty six.

L.S. Whitfield.

Assistant Registrar of Companies.

Certificate and Mortgage received by .....

..... Date 31/8/66

(465936) 4472. 49089. 25m 4/65 S(P&D)L

C. 69a.

776.

No. of Company } 860646/21

COMPANIES REGISTRATION OFFICE 21 IX 67

FEE (£) PAID £01-00 COMPANIES REGISTRATION

Form No. 47.

THE COMPANIES ACT, 1948.

REGISTERED 21 SEP 1967

PARTICULARS of a Mortgage or Charge created by a Company Registered in England.

Pursuant to Section 95.

Name of Company { 452 Motor Company Limited.

Presented by

MIDLAND BANK LIMITED

POULTRY, LONDON, E.C.2.

COMPANIES REGISTRATION OFFICE 21 SEP 1967

Particulars of a Mortgage

452 Motor Company

(1) Date and description of the instrument creating or evidencing the Mortgage or Charge.	(2) Amount secured by the Mortgage or Charge.	(3) Short particulars of the Property Mortgaged or Charged.
FLOATING CHARGE ~~Mortgage~~ dated 13th. September 1967	All moneys now due or hereafter to become due or from time to time accruing due from the Company to the Bank on any account whatsoever.	Floating Charge on the undertaking of the Company and all its property whatsoever and wheresoever both present and future including its uncalled Capital for the time being but so the Comapny shall not be at liberty without the previous consent in writing of the Bank to create any mortgage or charge confer any lien on the assets thereby charged or any part thereof or to sell or deal with its book or other debts or securities for money otherwise than for the purpose of getting in and realising the same in the ordinary way of business.

This Margin is to be reserved for Binding.

or Charge Created by

_____ Limited, a Company registered in England.

(4) Names, Addresses and Descriptions of the Mortgagees or Persons entitled to the Charge.	(5) 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 subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the Debentures included in this return.
Midland Bank Limited, whose registered office is at Poultry, in the City of London.	Nil.

This Margin is to be reserved for Binding.

Signature Michael J Webb

Designation of position in relation to the Company. Director

Dated the thirteenth day of September 1967

DUPLICATE FOR THE FILE

Certificate of the Registration of a Mortgage or Charge.

Pursuant to Section 98 (2) of the Companies Act, 1948.

I hereby Certify that a Mortgage or charge.....

dated the thirteenth day of September One thousand nine hundred and sixty seven and created by 452 MOTOR COMPANY LIMITED

for securing all moneys now due, or hereafter to become due, or from time to time accruing due from the Company to Midland Bank Limited on any account whatsoever.....was **Registered** pursuant to Section 95 of the Companies Act, 1948 on the twenty-first day of September One thousand nine hundred and sixty seven.

Given under my hand at London this twenty-sixth day of September One thousand nine hundred and sixty seven.

L.S. Whitfield

Assistant Registrar of Companies.

Certificate and Mortgage received by

Date 26. 9. 67

7635 (148522) 183254. 12m 12/66 S(P&D)L

C. 69a.

Number of Company } 860,646/24

THE COMPANIES ACT, 1948

(No Revenue Stamp Duty chargeable)

Declaration verifying Memorandum of Satisfaction of a Registered Mortgage or Charge

(*Pursuant to Section* 100)

Insert here Name of the Company } 452 Motor Company Limited

WE Michael John Webb

of 24 Newick Avenue, Little Aston, Sutton Coldfield, Warwickshire

a Director of 452 Motor Company Limited

and John Michael Gibbs,

of 5 Beoley Close, Wylde Green, Sutton Coldfield, Warwickshire,

the Secretary thereof, do solemnly and sincerely declare that the particulars contained in the Memorandum of Satisfaction endorsed hereon are true to the best of our knowledge, information and belief.

And we 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 Birmingham in the County of Warwick

this 18th day of December

Nineteen thousand nine hundred and eighty-seven

Michael J. Webb

J M Gibbs

Before me,

A. Deane

A Commissioner for Oaths. (a)

(a) *Or* Notary Public *or* Justice of the Peace.

Form No. 49

The Solicitors' Law Stationery Society, Limited,
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North

Memorandum of Complete Satisfaction of Mortgage or Charge

.....

452 Motor Company Limited

hereby gives notice that the registered charge being (b) .....
Mortgage and Debenture, made the 4th February, 1966

.....

.....

of which particulars were registered with the Registrar of Companies on the (c) ninth day of February 1966 was wholly satisfied on the 15th day of September 1967 the debt for which the charge was given having been paid or satisfied.

In witness whereof the common seal of the Company was hereunto affixed the 28th day of December 1968

Seal of Company

Directors

Secretary

(b) A description of the instrument(s) creating or evidencing the charge, e.g., "Mortgage," "Charge," "Debenture," etc., with the date thereof, should be given. If the registered charge was a "Series of Debentures" or "Debenture Stock," the words "authorised by resolution," together with the date of the resolution, should be added.

(c) The date of registration may be confirmed from the Certificate of Registration and (except in the case of a series of debentures) from the Registration Stamp affixed to the instrument(s) registered.

Presented by *Document Filer's Reference* JMG.NK/TG.

J. M. Gibbs,

370 Birmingham Road,

Wylde Green, Sutton Coldfield

(The filing fee is 5s.)

NOTE—This margin is reserved for binding and must not be written across

Number of Company } 860646/25

THE COMPANIES ACT, 1948

(No Revenue Stamp Duty chargeable)

Declaration verifying Memorandum of Satisfaction of a Registered Mortgage or Charge

(*Pursuant to Section* 100)

Insert here Name of the Company } 452 Motor Company Limited

WE Michael John Webb

of 24 Newick Avenue, Little Aston, Sutton Coldfield, Warwickshire

a Director of 452 Motor Company Limited

and John Michael Gibbs,

of 5 Beoley Close, Wylde Green, Sutton Coldfield, Warwickshire,

the Secretary thereof, do solemnly and sincerely declare that the particulars contained in the Memorandum of Satisfaction endorsed hereon are true to the best of our knowledge, information and belief.

And we 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 Birmingham
The Beoley of Warwick

25th day of December

One thousand nine hundred and sixty seven

Before me,

A Commissioner for Oaths. (a)

(a) *Or* Notary Public *or* Justice of the Peace.

Form No. 49

The Solicitors' Law Stationery Society, Limited,
91-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
5 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
... Manchester, 3; 157 Hope Street, Glasgow, C.2.

Memorandum of Complete Satisfaction of Mortgage or Charge

452 Motor Company Limited

hereby gives notice that the registered charge being (b) a Legal Charge made the 22nd August 1966

of which particulars were registered with the Registrar of Companies on the (c) 24th day of August 1966 was wholly satisfied on the 15th day of September 1967 the debt for which the charge was given having been paid or satisfied.

In witness whereof the common seal of the Company was hereunto affixed the 28th day of December 1967

Seal of Company

Directors

Secretary

(b) A description of the instrument(s) creating or evidencing the charge, e.g., "Mortgage," "Charge," "Debenture," etc., with the date thereof, should be given. If the registered charge was a "Series of Debentures" or "Debenture Stock," the words "authorised by resolution," together with the date of the resolution, should be added.

(c) The date of registration may be confirmed from the Certificate of Registration and (except in the case of a series of debentures) from the Registration Stamp affixed to the instrument(s) registered.

Presented by *Document Filer's Reference* JMG/NS/KY

J. M. GIBBS.

390 BIRMINGHAM RD

WYLDE GREEN SUTTON COLDFIELD.

(The filing fee is 5s.)

NOTE. This margin is reserved for binding and must not be written across

C. A. 8 Deb. (1975)

Form No. 47

Number of Company 860646 | M40

M190172CV

THE COMPANIES ACTS, 1948 to 1967

REGISTERED
-2 JUN 1977

PARTICULARS OF A DEBENTURE

created by a Company registered in England

Pursuant to section 95 of the Companies Act 1948

NAME OF COMPANY

452 MOTOR CO. LIMITED

Presented by:—

Ryland, Martineau & Co.
41 Church Street
BIRMINGHAM B3 2DY.

SGR. 0621/ 050

8/6

-2 JUN 1977
OFFICE

PARTICULARS of a

(1) Date and description of the instrument creating or evidencing the Mortgage or Charge.	(2) Amount secured by the Mortgage or Charge.	(3) Short particulars of the Property Mortgaged or Charged (a).
Single Debenture dated 27th May 1977	All moneys and liabilities which now are or at any time hereafter may be due owing or incurred by the Company to the Bank or for which the Company may be or become liable to the Bank on any current or other account or in any manner whatever (and whether alone or jointly with any other person and in whatever style or name and whether as principal or surety) together with interest to the date of repayment commission banking charges all expenses incurred by the Bank and costs.	First—The freehold and leasehold property (if any) of the Company both present and future including (without prejudice to the generality of the foregoing) the properties (if any) specified in the Schedule to the Debenture and all fixtures (including trade fixtures) fixed plant and machinery from time to time on any such property. Secondly—The goodwill and the uncalled capital of the Company both present and future. Thirdly—The undertaking and all other property and assets of the Company both present and future including (without prejudice to the generality of the foregoing) heritable property and all other property and assets in Scotland. The charge created by the Debenture is as regards the premises First and Secondly described a fixed first charge (and as regards all those parts of the premises First described now vested in the Company constitutes a charge by way of legal Mortgage thereon) and as to the premises Thirdly described is a floating charge but so that the Company shall not without the consent in writing of the Bank create any mortgage debenture or charge upon any part of the premises Thirdly described ranking either in priority to or *pari passu* with the charge thereby created.

Dated this 27th *day of* May 19 77

This Margin to be reserved for Binding

452 MOTOR CO. Limited, a Company registered in England

(4) Names, Addresses and Descriptions of the Mortgagees or Persons entitled to the Charge.	(5) 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 subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the Debentures included in this Return (b).
LLOYDS BANK LIMITED, 71 LOMBARD STREET, LONDON, E.C.3.	Nil

Signature Kyland Martineau

Address 41 Church Street Birmingham B3 2DY.

M140

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

I hereby certify that a mortgage or charge dated the 27th May 1977 and created by 452 MOTOR CO. LIMITED

for securing all moneys now due, or hereafter to become due, or from time to time accruing due from the Company to Lloyds Bank Limited

on any account whatsoever

was registered pursuant to section 95 of the Companies Act, 1948, on the 8th June 1977

Given under my hand at Cardiff the 16 JUN 1977

No. 860646

D. A. Pendlebury

D. A. PENDLEBURY

Assistant Registrar of Companies

Certificate and instrument received by

.....

.....

Date .....

V591

C.69a

M5140/W4(F

REGISTERED
10 AUG 1977

Form No. 49
(No Revenue Stamp Duty chargeable)

Number of Company: 860646 / M41

THE COMPANIES ACTS ~~1948~~ to 1967

Declaration verifying Memorandum of Satisfaction of a Registered Mortgage or Charge

(Pursuant to Section 100 of the Companies Act 1948)

Insert here Name of the Company: 452 MOTOR COMPANY Limited

WE JAMES RICHARD CRAVEN-JONES

of 102A, ROSEMARY HILL ROAD, SUTTON COLDFIELD

a Director of 452 Motor Company Limited

and CHRISTOPHER MICHAEL RUDD

of "YORK LODGE" LANDYWOOD RD, SUTTON COLDFIELD

the Secretary thereof, do solemnly and sincerely declare that the particulars contained in the Memorandum of Satisfaction endorsed hereon are true to the best of our knowledge, information and belief.

And we 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 Sutton Coldfield
West Midlands

the 2nd day of August
One thousand nine hundred and Seventy Seven

Before me,

A Commissioner for Oaths. (a)

(a) Or Notary Public or Justice of the Peace.

10/8

2703

Oyez Publishing Limited, Oyez House, 237 Long Lane, London SE1 4PU, a subsidiary of The Solicitors' Law Stationery Society, Limited.

F20913-9.1.73

Companies 6H

Memorandum of Complete Satisfaction of Mortgage or Charge

452 MOTOR ~~COMPANY~~ Limited

hereby gives notice that the registered charge being (b) a charge dated 13th September 1967 in favour of Midland Bank Limited

of which particulars were registered with the Registrar of Companies on the (c) 21st day of September 1967 was wholly satisfied on the 29th day of April 1977 the debt for which the charge was given having been paid or satisfied.

In witness whereof the common seal of the Company was hereunto affixed the 2nd day of June 1977.

Seal of Company

Directors

Secretary

(b) A description of the instrument(s) creating or evidencing the charge, e.g., "Mortgage," "Charge," "Debenture," etc., with the date thereof, should be given. If the registered charge was a "Series of Debentures" or "Debenture Stock," the words "authorised by resolution," together with the date of the resolution, should be added.

(c) The date of registration may be confirmed from the Certificate of Registration and (except in the case of a series of debentures) from the Registration Stamp affixed to the instrument(s) registered.

Presented by *Presentor's Reference* RB/452

ROGER BONEHILL & CO
36/38 BOLDMERE ROAD
SUTTON COLDFIELD
WEST MIDLANDS

(*No filing fee payable.*)

NOTE.—This margin is reserved for binding and must not be written across

Number of Company } 860646 / M 42

M 117 / Feb 15 / G

Form No. 47
(No fee payable)

THE COMPANIES ACTS 1948 to 1967

PARTICULARS of a Mortgage or Charge created by a Company registered in England.

Pursuant to section 95 of the Companies Act 1948.

Insert the Name of the Company { 452 MOTOR ~~Company~~ LIMITED

LIMITED

REGISTERED
15 FEB 1979

NOTE.—The original instrument (if any) creating or evidencing the charge must be presented with these particulars within twenty-one days after the date of its creation. (See section 95 (1)). In certain cases a copy of the instrument creating or evidencing the charge verified or certified in the prescribed manner may be sent to the Registrar in place of the original instrument. (See section 95 (3) & (5) and clause 4 of the Companies (Forms) Order 1949.)

Section 96 (3) of the Companies Act 1948 provides that :—

If any company makes default in sending to the registrar for registration the particulars of any charge created by the company or of the issues of debentures of a series requiring registration as aforesaid, then, unless the registration has been effected on the application of some other person, the company and every officer of the company who is in default shall be liable to a default fine of fifty pounds.

Presented by— *Presentor's Reference* HJ/JD/33468

DAWSON & CO,
1 ST. PETER'S STREET,
BEDFORD MK 40 2PN

Original

Oyez Publishing Limited, Oyez House, 237 Long Lane, London SE1 4PU, a subsidiary of The Solicitors' Law Stationery Society, Limited.

PARTICULARS of a Mortgage

452 MOTOR

(1) Date and description of the instrument creating or evidencing the Mortgage or Charge (a)	(2) Amount secured by the Mortgage or Charge	(3) Short particulars of the Property Mortgaged or Charged
6th February 1979 LEGAL CHARGE	A CURRENT ACCOUNT ~~NOT EXCEEDING £50,000.00~~ Securing all monies due	35/37 BURNETT ROAD, STREETLY, ~~WEST~~ SUTTON COLDFIELD, WEST MIDLANDS

Note.—This margin is reserved for binding and must not be written across

Dated the 12th *day of* February 1979.

(a) A description of the Instrument, *e.g.*, "*Trust Deed*", "*Mortgage*", "*Debenture*", etc., as the case may be, should be given.

(b) The rate of Interest payable under the terms of the Debentures should *not* be entered.

or Charge created by

Company Limited, a Company registered in England

(4) Names, Addresses and Descriptions of the Mortgagees or Persons entitled to the Charge	(5) 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 subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the Debentures included in this Return (b)
CLEVELAND GUARANTY LIMITED whose registered office is at Stratford House, Station Road, Godalming, Surrey GU7 1HH	NONE

Signature

Designation of Position in relation to Company: Director and Secretary

Note.—This margin is reserved for binding and must not be written across

Note.—This margin is reserved for binding and must not be written across

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

I hereby certify that a mortgage or charge dated the 6th February 1979

and created by 452 MOTOR CO LIMITED

for securing all moneys now due, or hereafter to become due, or from time to time accruing

due from the Company to Cleveland Guaranty Limited

on any account whatsoever

was registered pursuant to section 95 of the Companies Act, 1948, on

the 15th February 1979

Given under my hand at Cardiff the 28 FEB 1979

No. 860646

J. RENOWDEN

Assistant Registrar of Companies

Certificate and instrument received by

.....

.....

Date.....

C.69a

Number of Company } 860646 M43

Form No. 47
(*No fee payable*)

M195/Feb 1/CF

THE COMPANIES ACTS 1948 to 1976

PARTICULARS of a Mortgage or Charge created by a Company registered in England.

Pursuant to section 95 *of the Companies Act* 1948.

Insert the Name of the Company { 452 MOTOR COMPANY LIMITED

REGISTERED
- 1 FEB 1980

NOTE.—The original instrument (if any) creating or evidencing the charge must be presented with these particulars within twenty-one days after the date of its creation. (See section 95 (1)). In certain cases a copy of the instrument creating or evidencing the charge verified or certified in the prescribed manner may be sent to the Registrar in place of the original instrument. (See section 95 (3) & (5) and clause 4 of the Companies (Forms) Order 1949.)

Section 96 (3) of the Companies Act 1948 provides that :—

If any company makes default in sending to the registrar for registration the particulars of any charge created by the company or of the issues of debentures of a series requiring registration as aforesaid, then, unless the registration has been effected on the application of some other person, the company and every officer of the company who is in default shall be liable to a default fine of fifty pounds.

Presented by—

Presentor's Reference CJB/LMT

Industrial Bank of Scotland Limited,
P.O. Box 60 Securities & Dealer Dept.,
City Road, Chester.
0244 315351.

2371
1/2

COMPANIES REGISTRATION OFFICE
M
1 FEB 1980
11

Oyez Publishing Limited, Norwich House, 11/13 Norwich Street, London EC4A 1AB, a subsidiary of The Solicitors' Law Stationery Society, Limited.

12461 8/78 ★★★ Companies 6G

[P.T.O.

PARTICULARS of a Mortgage

452 Motor Company

(1) Date and description of the instrument creating or evidencing the Mortgage or Charge (a)	(2) Amount secured by the Mortgage or Charge	(3) Short particulars of the Property Mortgaged or Charged
Floating Charge document dated 28th January 1980	All sums of money and other liabilities which now are, or at any time hereafter may be due.	1. All stock in trade of motor vehicles both present and future. 2. The deposits paid from time to time by the company with any third party in pursuance of any arrangement for the consignment or sale or return of motor vehicles together with a restriction of the power of the mortgagor to create any security on the assets so charged ranking in priority to or pari passu with the charge hereby created. Floating Charge

Note.—This margin is reserved for binding and must not be written across

Dated the 29th *day of* January 1980.

(a) A description of the Instrument, *e.g.*, "*Trust Deed*", "*Mortgage*", "*Debenture*", etc., as the case may be, should be given.

(b) The rate of Interest payable under the terms of the Debentures should *not* be entered.

or Charge created by

.....Limited, a Company registered in England

(4) Names, Addresses and Descriptions of the Mortgagees or Persons entitled to the Charge	(5) 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 subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the Debentures included in this Return (b)
Industrial Bank of Scotland Limited, 28 Castle Street, EDINBURGH	

Note.—This margin is reserved for binding and must not be written across

For and on behalf of Industrial Bank of Scotland Limited

Signature.....

Designation of Position in relation to Company } .....SECRETARY.....

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

I hereby certify that a mortgage or charge dated the 28th January 1980

and created by 452 MOTOR CO LIMITED

for securing all moneys now due, or hereafter to become due, or from time to time accruing

due from the Company to Industrial Bank of Scotland Limited

on any account whatsoever

was registered pursuant to section 95 of the Companies Act, 1948, on

the 1st February 1980

Given under my hand at Cardiff the 22 FEB 1980

No. 860646

J. RENOWDEN

Assistant Registrar of Companies

Certificate and instrument received by

POST

.....

Date 25-2-80

C.69a

CA8 DEB. (1981)
Form No. 47

THE COMPANIES ACTS 1948 TO 1976

Particulars of a mortgage or charge

Pursuant to section 95 of the Companies Act 1948

M275/Aug 20/cf

Please do not write in this binding margin

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

*delete if inappropriate

For official use: M4

Company number: 860646

Name of Company: 452 MOTOR ~~COMPANY~~ Co. Limited*

Date and description of the instrument creating or evidencing the mortgage or charge (note 2)

Single Debenture
dated 11th August 1981

Amount due or owing on the mortgage or charge

All money and liabilities whether certain or contingent which then were or at any time thereafter might be due owing or incurred by the Company to the Bank or for which the Company might be or become liable to the Bank on any current or other account or in any manner whatever (and whether alone or jointly with any other person and in whatever style or name and whether as principal or surety) together with interest to the date of payment commission banking charges and any legal or other costs charges and expenses incurred by the Bank in relation to the Debenture or in enforcing the security thereby created.

69a

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

LLOYDS BANK LIMITED
71, LOMBARD STREET
LONDON, EC3P 3BS

2262 20/8 dAv

Presentor's name, address and reference (if any):
Lloyds Bank Limited,
~~14 High Street,~~
~~Sutton Coldfield,~~
~~West Midlands.~~
~~B72 1UZ~~

INFORMATION DEPARTMENT
[illegible] WAY,
[illegible] FIELD

Time critical reference

For official use
Mortgage section

Post room

REGISTERED
20 AUG 1981

Short particulars of all the property mortgaged or charged

First - The freehold and leasehold property (if any) of the Company both present and future including (without prejudice to the generality of the foregoing) the properties (if any) specified in the Schedule to the Debenture and all buildings and fixtures (including trade fixtures) fixed plant and machinery from time to time on any such property.
Secondly - All book debts both present and future due or owing to the Company and the benefit of all rights relating thereto including (without prejudice to the generality of the foregoing) negotiable instruments legal and equitable charges reservation of proprietary rights rights of tracing and unpaid vendors liens and similar and associated rights.
Thirdly - All other monetary debts and claims both present and future (including things in action which give rise or may give rise to a debt or debts) due or owing to the Company and the benefit of all rights relating thereto including (without prejudice to the generality of the foregoing) such rights as aforesaid.
Fourthly - (i) All stocks and shares and other interests including (without prejudice to the generality of the foregoing) loan capital indebtedness or liabilities on any account or in any manner owing to the Company both present and future of the Company in (and from) any company which then was or might thereafter become a subsidiary (as defined in Section 154 of the Companies Act 1948 or any statutory modification or re-enactment thereof) of the Company; and
(ii) the full benefit of all stocks shares and securities which or the certificates of which were then or might at any time thereafter be lodged with the Bank or held by the Bank or its agents or transferred to or registered in the name of the Bank or its agents or their respective nominees; and
(iii) all rights in respect of or incidental to the premises described at (i) and (ii) above (the premises (i) to (iii) Fourthly described being hereinafter called "the Securities"); and
(iv) all stocks shares rights moneys or property accruing or offered at any time by way of conversion redemption bonus preference option or otherwise to or in respect of any of the Securities including all dividends interest and other income payable in connection therewith (all of which premises (i) to (iv) Fourthly described are hereinafter called "Interests in Securities").
Fifthly - The goodwill and the uncalled capital of the Company both present and future.
Sixthly - The undertaking and all property and assets of the Company both present and future including (without prejudice to the generality of the foregoing) heritable property and all other property and assets in Scotland and the premises First Secondly Thirdly Fourthly and Fifthly described (if and in so far as the charges thereon or on any part or parts thereof therein contained should for any reason be ineffective as fixed charges).
The charges created by the Debenture are as regards the premises First Secondly Thirdly Fourthly and Fifthly described fixed first charges (and as regards all those parts of the premises First described then vested in the Company constitute a charge by way of legal mortgage thereon) and as to the premises Sixthly described the charge so created is a floating charge.
The Company may not without the consent in writing of the Bank:
(i) sell assign discount factor charge or otherwise dispose of the premises Secondly or Thirdly described or any part thereof save in accordance with Clause 9(d) of the Debenture set out below or deal with the same in any way otherwise than in accordance with the said sub-clause.
(ii) create or allow to subsist any specific or other mortgage debenture or charge or lien (save a lien arising by operation of law in the ordinary course of business) upon the premises charged by the Debenture or any part thereof ranking either in priority to or pari passu with any charge thereby created.
(iii) transfer sell or otherwise dispose of the whole or any material part of its undertaking property or assets except by way of sale at full value in the usual course of trading as transacted at the date of the Debenture.
By Clause 9(d) of the Debenture the Company covenanted that it would pay into its account or accounts with the Bank all moneys which it might receive in respect of the book and other debts and claims charged by it or in respect of the Interests in Securities.

Please do not write in this binding margin

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

Particulars as to commission, allowance or discount (note 3)

NIL

Signed

Date 18th August, 1981

Address 14 High St., Sutton Coldfield

Bankers

Designation of position in relation to the company Solicitors for Lloyds Bank Limited

Notes

1 The original instrument creating the charge, together with this form, must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (Section 95(1)). 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 copy instrument could in due course of post, and if posted with due diligence, have been received in the United Kingdom (Section 95(3)). A certified copy of the instrument creating the charge will only be accepted where the property charged and the charge so created are both outside the United Kingdom (Section 95(3)) and in such cases the copy must be verified or certified to be a true copy under the seal of the Company or under the hand of some person interested therein otherwise than on behalf of the company.

2 A description of the instrument, e.g., "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 subscribing or agreeing to subscribe, whether absolutely or conditionally, or 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.

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

I hereby certify that a mortgage or charge dated the 11th August 1981 and created by 452 MOTOR CO. LIMITED

for securing all moneys now due, or hereafter to become due, or from time to time accruing due from the Company to Lloyds Bank Limited

on any account whatsoever

was registered pursuant to section 95 of the Companies Act, 1948, on the 20th August 1981

Given under my hand at Cardiff the 27 AUG 1981

No. 860646

J. RENOWDEN
Assistant Registrar of Companies

Certificate and instrument received by

.....

.....

Date.....28 8 81.....

C.69a

Form No. 47

THE COMPANIES ACTS 1948 TO 1981

Particulars of a mortgage or charge

Pursuant to section 95 of the Companies Act 1948

M127/10JUNE/CF

Please do not write in this binding margin

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

* delete if inappropriate

For official use: M45

Company number: 860646

Name of company

452 MOTOR COMPANY Limited *

Date and description of the instrument creating or evidencing the mortgage or charge (note 2)

LEGAL CHARGE DATED 1st JUNE 1983

Amount due or owing on the mortgage or charge

£82,500 (Eighty Two Thousand Five Hundred Pounds) together with interest accruing thereon

All monies due or to become due from the Company to the chargee on any account whatsoever.

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

CO-OPERATIVE BANK P.L.C. of P O BOX 101, BALLOON STREET, MANCHESTER M60 4EP

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

Pearman Smith & Co.
Forster House
Hatherton Road
Walsall
West Midlands
Ref: CL

4817
10/6

Time critical reference

For official use

Mortgage section

Post room

COMPANIES REGISTRATION OFFICE -7 JUN 1983

[P.T.O.

Short particulars of all the property mortgaged or charged

Please do not write in this binding margin

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

Timberley Service Station situate at 362-364 Chester Road
Castle Bromwich Birmingham B36 OLD

Particulars as to commission, allowance or discount (note 3)

NONE

Signed [signature] Date 6th June 1983

Designation of position in relation to the company Solicitors

Notes

1 The original instrument creating the charge, together with this form, must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (Section 95 (1)). 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 copy instrument could in due course of post, and if posted with due diligence, have been received in the United Kingdom (section 95 (3)). A certified copy of the instrument creating the charge will only be accepted where the property charged and the charge so created are both outside the United Kingdom (section 95 (3)) and in such cases the copy must be verified or certified to be a true copy under the seal of the Company or under the hand of some person interested therein otherwise than on behalf of the company.

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 subscribing or agreeing to subscribe, whether absolutely or conditionally, or 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.

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

I hereby certify that a mortgage or charge dated the 1st June 1983 and created by 452 MOTOR COMPANY LIMITED

for securing all moneys now due, or hereafter to become due, or from time to time accruing due from the company to Co-operative Bank P.L.C.

on any account whatsoever

was registered pursuant to section 95 of the Companies Act, 1948, on the 7th June 1983

Given under my hand at the Companies Registration Office, Cardiff the 24 JUN 1983

No. 860646

R. M. GROVES

an authorised officer

Certificate and instrument received by

.....Post.....

.....

Date ....27.6.83.....

C.69a

Form No. 47

THE COMPANIES ACTS 1948 TO 1981

Particulars of a mortgage or charge

Pursuant to section 95 of the Companies Act 1948

M89/16sept/CF

Please do not write in this binding margin

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

* delete if inappropriate

For official use

Company number 860646

Name of company

452 MOTOR COMPANY Limited *

Date and description of the instrument creating or evidencing the mortgage or charge (note 2)

DEBENTURE dated the fifth day of September 1983

Amount due or owing on the mortgage or charge

All monies and liabilities which shall for the time being be due owing or incurred to Co-operative Bank Plc by 452 Motor Company Limited.

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

CO-OPERATIVE BANK PLC whose registered office is at P O Box 101, 1 Balloon Street, Manchester M60 4EP

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

Pearman Smith & Co.
Forster House
Hatherton Road
Walsall
WS1 1XZ

Time critical reference

For official use

Mortgage section

Post room

[P.T.O.

Short particulars of all the property mortgaged or charged

Please do not write in this binding margin

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

ALL OF 452 MOTOR COMPANY LIMITED'S UNDERTAKING AND ITS PROPERTY WHATSOEVER AND WHERESOEVER BOTH PRESENT AND FUTURE

362 and 364 Chester Road,
Castle Bromwich,
Birmingham.

Particulars as to commission, allowance or discount (note 3)

NONE

Signed _____ Date 6th SEPTEMBER 1983

Designation of position in relation to the company SOLICITOR

Notes

1 The original instrument creating the charge, together with this form, must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (Section 95 (1)). 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 copy instrument could in due course of post, and if posted with due diligence, have been received in the United Kingdom (section 95 (3)). A certified copy of the instrument creating the charge will only be accepted where the property charged and the charge so created are both outside the United Kingdom (section 95 (3)) and in such cases the copy must be verified or certified to be a true copy under the seal of the Company or under the hand of some person interested therein otherwise than on behalf of the company.

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 subscribing or agreeing to subscribe, whether absolutely or conditionally, or 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.

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

I hereby certify that a mortgage or charge dated the [illegible]
and created by [illegible]

for securing all moneys now due, or hereafter to become due, or from time to time accruing due from the company to [illegible]

on any account whatsoever

was registered pursuant to section 95 of the Companies Act, 1948, on the

[illegible]

Given under my hand at the Companies Registration Office, Cardiff the 23 SEP 1983

No.

an authorised officer

Certificate and instrument received by

.....

.....

Date .....26.9.83.....

C.69a

THE COMPANIES ACTS 1948 TO 1981

Form No. 49

Memorandum of complete satisfaction of mortgage or charge

MS291/30th DEC/CF

Please do not write in this binding margin

For official use

M 4 7

Company number

860646

Name of company

452 MOTOR COMPANY LIMITED

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

*delete if inappropriate

†A description of the instrument(s) creating or evidencing the charge, eg 'Mortgage', 'Charge', 'Debenture' etc, with the date thereof should be given.

‡Insert brief details of property

§The date of registration may be confirmed from the certificate of registration and (except in the case of a series of debentures) from the registration stamp affixed to the instrument(s) registered.

For verification see overleaf

Particulars to be verified

M 40.

The above-named company hereby gives notice that the registered charge being [† a Debenture dated 27th M[illegible] 1977 *] [~~a series of Debentures authorised by resolution dated 19~~ *] secured on property ‡ of the Company by way of a Fixed and Floating Charge of which particulars were registered with the Registrar of Companies on § 8th June 1977 was wholly satisfied on 3rd October 1983 the debt for which the charge was given having been paid or satisfied

M 44

The above-named company hereby gives notice that the registered charge being [† a Debenture dated 11th August 1981 *] [~~a series of Debentures authorised by resolution dated 19~~ *] secured on property ‡ of the Company by way of a Fixed and Floating Charge of which particulars were registered with the Registrar of Companies on § 20th August 1981 was wholly satisfied on 3rd October 1983 the debt for which the charge was given having been paid or satisfied

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

4077
30/12

Dearman Smith & Co.
Forster House
Hatherton Road
Walsall
West Midlands
WS1 1YZ

For official use

Mortgage section

Post room

22 DEC

Time critical reference

Page 1

In witness whereof the common seal of the company was hereto affixed the 19th day of DECEMBER 1983.

Signed

Directors

A. Craven Jones

Secretary

Seal of Company

Please do not write in this binding margin

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

Declaration verifying complete satisfaction of a mortgage or charge

Pursuant to section 100 of the Companies Act 1948

Name of company

452 MOTOR COMPANY LIMITED

We, JAMES RICHARD CRAVEN-JONES

of 3 ANDERTON CLOSE, FOUR OAKS, SUTTON COLDFIELD, WEST MIDLANDS

a director of the above-named company

and ANDREW CRAVEN-JONES

of 3 ANDERTON CLOSE, FOUR OAKS, SUTTON COLDFIELD, WEST MIDLANDS

the secretary thereof, do solemnly and sincerely declare that the particulars contained in the memorandum of satisfaction relating to TWO charges (insert number of charges) entered overleaf are true to the best of our knowledge, information and belief. And we 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 Castle Bromwich Birmingham West Midlands

the 19th day of December one thousand nine hundred and eighty four

Before me

A Commissioner for Oaths/Solicitor

Declarants sign here

A. Craven Jones.

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

Form No. 47

THE COMPANIES ACTS 1948 TO 1981

Particulars of a mortgage or charge

Pursuant to section 95 of the Companies Act 1948

M231/15FEB/CF

47

Please do not write in this binding margin

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

*delete if inappropriate

For official use: M168

Company number: 860646

Name of company

452 MOTOR CO. Limited*

Date and description of the instrument creating or evidencing the mortgage or charge (note 2)

CHARGE creating a first floating charge on the whole of the Company's title and interest from time to time in Used Vehicle Stock (as therein defined) and dated 31 January 1984

Amount due or owing on the mortgage or charge

All or any moneys now or at any time and from time to time hereafter owing or payable to General Motors Acceptance Corporation (U.K.) Limited ("the Chargee") by the Company pursuant to or in connection with any financing agreement or plan which relates to the acquisition by or transfer to the Company of any motor vehicles whether new or used including all handling charges (as defined in the Master Wholesale Agreement entered into between the Chargee and the Company) and any other moneys payable to the Chargee in connection therewith together with all moneys costs charges and expenses payable or expressed or intended to be payable by the Company to the Chargee under the Charge or in respect thereof

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

GENERAL MOTORS ACCEPTANCE CORPORATION (U.K.) LIMITED
56 PARK STREET LUTON
BEDFORDSHIRE LU2 0SZ

4918
15/2

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

SLATER HEELIS & CO.
71 PRINCESS STREET
MANCHESTER M2 4HL

SE.101

Time critical reference

For official use

Mortgage section

Post room

COMPANIES REGISTRATION
M
14 FEB 1984

Short particulars of all the property mortgaged or charged

Please do not write in this binding margin

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

By way of first floating charge the whole of the Company's title and interest from time to time in all used motor vehicles now or at any time and from time to time hereafter owned by the Company the acquisition or retention of which has been or will be financed in whole or in part under any financing agreement or plan of the Chargee or which have been or will be acquired or retained with the assistance of money or credit provided by the Chargee or which are from time to time the subject of or affected by any financing agreement or plan of the Chargee and all moneys arising from or owing to the Company in respect of the sale or other disposal of any of such vehicles including all rentals and insurance moneys receivable in respect of any such vehicles and all which used vehicles and moneys are together called "the Used Vehicle Stock".

Continued on Continuation Sheet No. 1

Particulars as to commission, allowance or discount (note 3)

Signed Slater Heelis & Co. Date 9th February 1984

Designation of position in relation to the company Solicitors to the Chargee

Notes

1 The original instrument creating or evidencing the charge, together with this form, must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (Section 95(1)). 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 or copy instrument could in due course of post, and if despached with due diligence, have been received in the United Kingdom (Section 95(3)). A copy of the instrument creating the charge will be accepted where the property charged and the charge so created are both outside the United Kingdom (Section 95(3))and in such cases the copy must be verified as a true copy under the seal of the Company or under the hand of some person interested therein otherwise than on behalf of the company. A copy will also be accepted where Section 95(5) applies and Form 47c 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 of 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 subscribing or agreeing to subscribe, whether absolutely or conditionally, or 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

THE COMPANIES ACTS 1948 TO 1981

Particulars of a mortgage or charge

Continuation sheet No. 1
to Form No. 47

Company number
860646

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

Name of company

*delete if inappropriate

452 MOTOR CO. Limited*

Date and 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 block lettering

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

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

Please do not write in this binding margin

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

Clause 4 of the Charge provides that the Company shall not save with the prior written consent of the Chargee:-

(a) create or permit to subsist over all or any of the Used Vehicle Stock any mortgage charge lien pledge or other security ranking in priority to or pari passu with the charge thereby created;

(b) except in the ordinary course of the Company's business and for the purpose of carrying on the same sell or dispose of the Used Vehicle Stock or any part thereof;

(c) deal with its book or other debts arising from or connected with the Used Vehicle Stock otherwise than in the ordinary course of getting in and realising the same which course shall not include or extend to selling or assigning or in any other way factoring or discounting any of the said debts.

Clause 7 of the Charge further provides that the Chargee may at any time by notice in writing to the Company convert any floating charge created by or pursuant to the Charge into a fixed charge with reference to any assets specified in such notice and thereupon the Company shall execute over such assets a fixed charge in favour of the Chargee in such form as the Chargee shall require.

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

I hereby certify that a mortgage or charge dated the 31st January 1984 and created by 452 MOTOR CO. LIMITED

for securing all moneys now due, or hereafter to become due, or from time to time accruing due from the company to General Motors Acceptance Corporation (U.K) Limited

on any account whatsoever

was registered pursuant to section 95 of the Companies Act, 1948, on the 14th February 1984

Given under my hand at the Companies Registration Office, Cardiff the 24 FEB 1984

No. 860646

an authorised officer

Certificate and instrument received by

.....Post.....

Date .....23-3-84.....

C.69a

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

M 252/1 Aug/CF

To the Registrar of Companies

For official use

Company number 860646

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

Name of company

* 452 MOTOR CO. LIMITED

* Insert full name of company

Date of creation of the charge

16 JULY 1986

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

CHARGE creating a first floating charge on the whole of the Company's title and interest from time to time in Used Vehicle Stock (as therein defined)

Amount secured by the mortgage or charge

All or any moneys now or at any time and from time to time hereafter owing or payable to General Motors Acceptance Corporation (U.K.) Limited ("the Chargee") by the Company pursuant to or in connection with any financing agreement or plan which relates to the acquisition by or transfer to the Company of any motor vehicles whether new or used including all handling charges interest or other moneys payable to the Chargee in connection therewith together with all moneys costs charges and expenses payable or expressed or intended to be payable by the Company to the Chargee under the Charge or in respect thereof

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

GENERAL MOTORS ACCEPTANCE CORPORATION (U.K.) LIMITED
P.O. BOX 11 WESLEY HOUSE 19 CHAPEL STREET
LUTON Postcode LE1 2SE

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

SLATER HEELIS
21 PRINCESS STREET
MANCHESTER M2 4HL

For official Use
Mortgage Section
Post room

Time critical reference

4191
1/8/86

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

By way of first floating charge the whole of the Company's title and interest from time to time in all used motor vehicles now or at any time and from time to time hereafter owned by the Company and all moneys arising from or owing to the Company in respect of the sale or other disposal of any of such vehicles including all rentals and insurance moneys receivable in respect of any such vehicles and all which used vehicles and moneys are together called "the Used Vehicle Stock".

Continued on Continuation Sheet No. 1

Particulars as to commission allowance or discount (note 3)

Signed Slater Heelis Date 29th July 1986

On behalf of [~~company~~][~~mortgagee~~/chargee]† Solicitors to the 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.

1985 Edi
F5518
★ ★ ★
oyez The Solicitors Law Stationery Society plc Oyez House, 237 Long Lane, London SE1 4PU

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

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)

Company number

860646

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

Name of company

452 MOTOR CO. 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 block lettering

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

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

Please do not write in this binding margin

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

Clause 4 of the Charge provides that the Company shall not save with the prior written consent of the Chargee:-

(a) create or permit to subsist over all or any of the Used Vehicle Stock any mortgage charge lien pledge or other security ranking in priority to or pari passu with the charge thereby created;

(b) except in the ordinary course of the Company's business and for the purpose of carrying on the same sell or dispose of the Used Vehicle Stock or any part thereof;

(c) deal with its book or other debts arising from or connected with the Used Vehicle Stock otherwise than in the ordinary course of getting in and realising the same which course shall not include or extend to selling or assigning or in any other way factoring or discounting any of the said debts.

Clause 7 of the Charge further provides that the Chargee may at any time by notice in writing to the Company convert any floating charge created by or pursuant to the Charge into a fixed charge with reference to any assets specified in such notice and thereupon the Company shall execute over such assets a fixed charge in favour of the Chargee in such form as the Chargee shall require.

oyez The Solicitors' Law Stationery Society plc. Oyez House 237 Long Lane London SE1 4PU

1985 Edition

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 16th July 1986 and created by 452 MOTOR CO. LIMITED for securing all moneys due or to become due from the Company to the Chargee

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 31st July 1986

Given under my hand at the Companies Registration Office, Cardiff the 20 AUG 1986

No. 000046

E. Church

E. CHURCH

an authorised officer

Certificate and instrument received by

.....

.....post.....

Date 20/8/86

Form No. 47

THE COMPANIES ACTS 1948 TO 1976

Particulars of a mortgage or charge

Pursuant to section 95 of the Companies Act 1948

M 420 / 18 JULY /CF

Please do not write in this binding margin

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

*delete if inappropriate

For official use: M 49 K

Company number: 360646

Name of Company

452 MOTOR COMPANY Limited*

Date and description of the instrument creating or evidencing the mortgage or charge

Mortgage Debenture dated 1st JULY 1986

Amount due or owing on the mortgage or charge

All moneys and liabilities for the time being due owing or incurred to the Bank by the Company in whatever manner and upon whatever account.

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

TSB ENGLAND & WALES, REGIONAL OFFICE, PO BOX 382
TSB HOUSE, 2138 COVENTRY ROAD, SHELDON,
BIRMINGHAM, B26 3JW

Short particulars of all the property mortgaged or charged

(1) by way of legal mortgage all the freehold and leasehold property of the Company the title to which has been registered at H.M. Land Registry.

(2) 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.

(3) by way of specific equitable charge all future freehold and leasehold property belonging to the Company during the continuance of the Mortgage Debenture.

69a

(continued overleaf)

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

TRUSTEE SAVINGS BANK
ENGLAND AND WALES
REGIONAL OFFICE
P.O. BOX 382
T.S.B. HOUSE
2138 COVENTRY ROAD
SHELDON
BIRMINGHAM B26 3JW

For official use
Mortgage section

Post room

REGISTERED

5 JUL 1986

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

Please do not write in this binding margin

(4) by way of specific charge all stocks, shares and/or other securities now and at any time during the continuance of the Mortgage Debenture belonging to the Company in any of its subsidiary companies.

(5) by way of specific charge all book and other debts now and from time to time due or owing to the Company so that all moneys which it may receive in respect thereof are to be paid into the Company's account with the Bank.

(6) by way of floating charge its undertaking and all its assets and rights (other than those charged under paragraphs (1)-(5) of this Clause) whatsoever and wheresoever present and future including building and trade fixtures fixed plant and machinery.

(7) by way of assignment its goodwill subject to redemption on discharge of the liabilities.

but so that the Company shall not except with the prior written consent of the Bank (a) create or permit to subsist any mortgage charge lien pledge or other security over the assets or any of them ranking in priority to or *pari passu* with the charge hereby created or (b) dispose of any of the assets (except in the ordinary course of the Company's business) or (c) sell factor discount assign or deal with its book or other debts (i) with any person other than the debtor (ii) with the debtor except for the purposes of realising the debt.

Particulars as to commission, allowance or discount (note 2)

NIL

Signed [signature] Date 4/7/86

Designation of position in relation to the company Supervisor TSB

Notes

1 The original instrument creating the charge, together with this form, must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (Section 95(1)). 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 copy instrument could in due course of post, and if posted with due diligence, have been received in the United Kingdom (Section 95(3)). A certified copy of the instrument creating the charge will only be accepted where the property charged and the charge so created are both outside the United Kingdom (Section 95(3)) and in such cases the copy must be verified or certified to be a true copy under the seal of the Company or under the hand of some person interested therein otherwise than on behalf of the company.

2 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 subscribing or agreeing to subscribe whether absolutely or conditionally, or 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.

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 made the 1st July 1986

and created by 452 MOTOR COMPANY LIMITED

for securing all moneys now due, or hereafter to become due, or from time

to time accruing due from the company to TCB Engineers and Valve

on any account whatsoever

was registered pursuant to Chapter I Part XIV of the Companies Act

1985, on the 5th July 1986

Given under my hand at the Companies Registration Office,

Cardiff the 20 AUG 1986

E CHURCH

Certificate and instrument received by

POST 20/8/86

Form No. 49

THE COMPANIES ACTS 1948 TO 1981

Memorandum of complete satisfaction of mortgage or charge

49

MS 500 | 15 July | CF

Please do not write in this binding margin

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

*delete if inappropriate.

†A description of the instrument(s) creating or evidencing the charge, eg 'Mortgage', 'Charge', 'Debenture' etc, with the date thereof should be given.

‡Insert brief details of property.

§The date of registration may be confirmed from the certificate of registration and (except in the case of a series of debentures) from the registration stamp affixed to the instrument(s) registered.

For verification see overleaf.

For official use: M 5 0

Company number: 860646

Name of company

452 MOTOR COMPANY Limited*

Particulars to be verified

The above-named company hereby gives notice that with respect to the registered charge being [† a LEGAL CHARGE dated 6th February 1979 *] ~~[a series of Debentures authorised by resolution dated xxxxxxxxxxxx 19xxx*]~~ secured on property ‡ 35/37 Burnett Road Streetly Sutton Coldfield West Midlands of which particulars were registered with the Registrar of Companies on § 15th February 1979 the debt for which the charge was given was wholly paid or satisfied on 23rd September 1985

The above-named company hereby gives notice that with respect to the registered charge being [† a Floating Charge dated 28th January 1980 *] ~~[a series of Debentures authorised by resolution dated xxxxxxxxxxxx 19xxx*] secured on property ‡ xxx~~

of which particulars were registered with the Registrar of Companies on § 1st February 1980 the debt for which the charge was given was wholly paid or satisfied on 31st January 1984

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

Pearman Smith & Co. (Solicitors)
18 Lichfield Street
Walsall
West Midlands
WS1 1UB

CI/SL

Time critical reference

For official use
Mortgage section

REGISTERED
25 JUN 1986

Post room

COMPANIES REGISTRATION OFFICE
M
25 JUN 1986

4690
157

The above-named company hereby gives notice that with respect to the registered charge being [†_____ dated _____ 19_____*] [a series of Debentures authorised by resolution dated _____ 19____*] secured on property ‡_____

of which particulars were registered with the Registrar of Companies on §_____ 19____ the debt for which the charge was given was wholly paid or satisfied on _____ 19____

Please do not write in this binding margin

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

*delete if inappropriate.

†A description of the instrument(s) creating or evidencing the charge, eg 'Mortgage', 'Charge', 'Debenture' etc, with the date thereof should be given.

‡Insert brief details of property

§The date of registration may be confirmed from the certificate of registration and (except in the case of a series of debentures) from the registration stamp affixed to the instrument(s) registered.

Declaration verifying above particulars relating to a registered mortgage or charge

Pursuant to section 100 of the Companies Act 1948 as amended by the Companies Act 1976

Name of company

452 MOTOR COMPANY Limited*

We, JAMES RICHARD CRAVEN-JONES of 3 ANDERTON CLOSE FOUR OAKS SUTTON COLDFIELD WEST MIDLANDS a director of the above-named company

and ANDREW CRAVEN-JONES of 3 ANDERTON CLOSE FOUR OAKS SUTTON COLDFIELD WEST MIDLANDS

the secretary thereof, do solemnly and sincerely declare that the particulars relating to two ¶ charges entered above are true to the best of our knowledge, information and belief. And we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

¶Insert number of charges.

Declared at WALSALL WEST MIDLANDS

the 24th day of June one thousand nine hundred and eighty six

before me

A Commissioner for Oaths**

D. M. DRURY.

Declarants sign here

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

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

M137/31DEC/CF

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

To the Registrar of Companies

For official use

Company number 860646

Name of company

* 452 MOTOR CO. LIMITED

* insert full name of company

Date of creation of the charge

16 DECEMBER 1986

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

LEGAL CHARGE

Amount secured by the charge

All moneys and liabilities for the time being due owing or incurred to the Bank by the Company in whatever manner and upon whatever account

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

The Royal Bank of Scotland plc
Administration Group
PO Box 282
Tipton
2138 Coventry Road
Birmingham
B26 3QW

Postcode

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

To Bank (Mortgagees)

For official Use

Mortgage Section

Post room

Time critical reference

C+355
31/12

Short particulars of all the property charged

362/364 CHESTER ROAD, CASTLE BROMWICH

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 (note 3)

NIL

Signed P. Heard pp DEPT HEAD Date 16 DECEMBER 1986

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

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 16th December 1986 and created by 152 MOTOR CO. LIMITED

for securing all moneys now due, or hereafter to become due, or from time to time accruing due from the company to TSB England & Wales plc

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 20th December 1986

Given under my hand at the Companies Registration Office, Cardiff the - 7 JAN 1987

No. 860646

E. Church

E. CHURCH

an authorised officer

Certificate and instrument received by

Post

Date 8 JAN

C.990

M

COMPANIES FORM No. 403a

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

MS 276/27 JAN/87

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

For official use

Company number 860646

Name of company

* 452 MOTOR COMPANY LIMITED

* Insert full name of company

I, JAMES RICHARD CRAVEN-JONES

of 3 ANDERTON CLOSE FOUR OAKS SUTTON COLDFIELD WEST MIDLANDS

† Delete as appropriate

a director/~~the secretary~~ 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~~]†

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

Date and Description of charge‡ 5th SEPTEMBER 1983 - DEBENTURE

§ The date of registration may be confirmed from the certificate

Date of Registration§ 13th SEPTEMBER 1983

Name and address of [chargee][trustee for the debenture holders] CO-OPERATIVE BANK PLC

ø Insert brief details of property

Short particulars of property chargedø 362 and 364 CHESTER ROAD CASTLE BROMWICH BIRMINGHAM

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 WALSALL WEST MIDLANDS

the thirteenth day of January

one thousand nine hundred and EIGHTY SEVEN

before me B S Guest

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

Declarant to sign below

4129 27/1

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

Norman Smith & Co.
18 Lichfield Street
Walsall
West Mids
CI/SL

For official use

Mortgage section

17 JAN 1987

Post room

COMPANIES REGISTRATION
17 JAN 1987

M

Please do not write in this margin

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

395

M469/May 14/Cf.

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

To the Registrar of Companies

For official use | Company number 860646

Name of company

*Insert full name of company

* 452 Motor Company Limited

Date of creation of the charge

23rd April 1987

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

LEGAL CHARGE

Amount secured by the mortgage or charge

ALL MONIES FROM TIME TO TIME DUE OWING OR INCURRED BY THE COMPANY TO THE CO-OPERATIVE BANK PLC

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

CO-OPERATIVE BANK PLC P.O.BOX 82 85 COLMORE ROW BIRMINGHAM

Postcode B3 2BA

C4889 14/5

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

Messrs Needham & James
Windsor House
Temple Row
Birmingham
B2 5LP

For official use

Mortgage section

Post room

COMPANIES REGISTRATION

Short particulars of all the property mortgaged or charged

Please do not write in this margin

By way of Legal Mortgage, all that property known as 364 Chester Road Castle Bromwich Birmigham, registered at H M Land Registry under Title no: WM291294 ("the Property")

By way of floating charge all moveable plant machinery and equipment materials and articles now or from time to time on or in or used in the property.

The company may not without previous written consent of the Bank further mortgage or charge the property or part thereof.

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed Needham + James Date 6/5/87

On behalf of [~~company~~] [~~mortgagee~~/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.

Oyez The Solicitors Law Stationery Society plc Oyez House 27 Chancery Lane London WC2A 1NS

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 23rd April 1987

and created by 452 MOTOR CO. LIMITED

for securing all moneys now due, or hereafter to become due, or from time to time accruing due from the company to Co-Operative Bank PLC

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 7th May 1987

Given under my hand at the Companies Registration Office,

Cardiff the 10 MAY 1987

No. 060646

E. Church

E. CHURCH

an authorised officer

Certificate and instrument received by

Date POST 20/5/87

M

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985

M 77 | May 27 | Cf.
~~M 178 | May 14 | Cf~~

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

To the Registrar of Companies

For official use

Company number

860646

Name of company

* 4'52 MOTOR COMPANY LIMITED

Date of creation of the charge

23rd April 1987

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

DEBENTURE

Amount secured by the mortgage or charge

ALL MONIES FROM TIME TO TIME DUE OWING OR INCURRED BY THE COMPANY TO THE CO-OPERATIVE BANK PLC

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

CO-OPERATIVE BANK PLC P.O.BOX 82 85 COLMORE ROW BIRMINGHAM

Postcode B3 2BA

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

For official use

Mortgage section

Short particulars of all the property mortgaged or charged

Please do not write in this margin

A Charge by way of Legal Mortgage on all freehold and Leasehold property of the Company now vested in it (whether or not registered at H M Land Registry) together with all fixtures and fixed plant machinery from time to time thereon.

A Charge by way of legal mortgage in all that Land and premises situate and known as 364 Chester Road Castle Bromwich Birmingham as is registered at H M Land Registry under title number WM291294 together with all fixtures and fixed plant and machinery from time to time thereon.

A first Fixed Charge on :-

i. All freehold and leasehold property hereafter belonging to the Company together with all fixtures and fixed plant machinery from time to time thereon.

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed Needham + James Date 6/5/87

On behalf of [~~company~~] [~~mortgagee~~/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

Waterlow Law Stationery Society plc Oyez House 27 Caroline Street London WC1 5HG

1985 Rev 1
Sys 85020
60405000
* * * * *

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

Please do not write in this margin

Particulars of a mortgage or charge (continued)

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

Company number

860646

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

Name of company

452 MOTOR COMPANY LIMITED Limited*

*Delete if inappropriate

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

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

Please do not write in this margin

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

ii. Any licence or interest in land and the proceeds of sale thereof.

iii. The Company's uncalled and unpaid capital for the time being.

iv. All stocks and shares or other securities now or hereafter owned by the Company and all policies of life assurance.

v. The Goodwill of the Company

vi. All book debts and other debts and claims (including insurance claims) now and from time to time due and owing to or vested in the Company.

A first floating Charge on all the Company's other assets and undertaking and real or heritable property and any assets described in ii, iv and vi above which are situate in Scotland.

NOTE

The Company may not without the consent in writing of the Bank create any mortgage or charge over and so that no lien (other than a lien arising through operation of law in the ordinary course of business) shall arise on or affect any part of the property of the Company ranking either in priority to or pari passu with the Charges created by the Debenture.

Oyez The Solicitors Law Stationers Society plc Oyez House 237 Long Lane London SE1 4PU

1995 Edition
SP0054 9 05

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 23rd April 1987 and created by 452 MOTOR CO. LIMITED

for securing all moneys now due, or hereafter to become due, or from time to time accruing due from the company to Co-operative Bank PLC

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 7th May 1987

Given under my hand at the Companies Registration Office, Cardiff the - 2 JUN 1987

E. CHURCH

an authorised officer

Certificate and instrument received by 860646

Date POST 2/6/87.

C.69a

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

MS94/OCT30/CF

To the Registrar of Companies

For official use

Company number 860646

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

Name of company

* 452 Motor Company Limited

* Insert full name of company

I, James Richard Craven-Jones

of 3 Anderton Close, Four Oaks, Sutton Coldfield, West Midlands

† Delete as appropriate

a director/~~the secretary~~ 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~~]†=

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

Date and Description of charge‡ 16th December 1986 Legal Charge

§ The date of registration may be confirmed from the certificate

Date of Registration§ 20th December 1986

Name and address of [chargee][~~xxxxxxxxxxxxxxxxxxxxxxxx~~] TSB England and Wales PLC

ø Insert brief details of property

Short particulars of property charged ø 362/364 Chester Road, Castle Bromwich, Birmingham

Confirmed by Mr. Hamilton

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 301/303 Chester Road Castle Bromwich Birmingham West Midlands

the 13th day of October

one thousand nine hundred and eighty seven

before me [signature]

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

Declarant to sign below

[signature]

H 306 30/10

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

Needham & James
Windsor House,
Temple Row,
Birmingham,
B2 5LF

For official use
Mortgage section

REGISTERED
28 OCT 1987

Post room Rec'd 28/10/87

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

MS95/oct 30/CF

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

To the Registrar of Companies

For official use

Company number 860646

Name of company

* 452 MOTOR COMPANY LIMITED

* Insert full name of company

I, James Richard Craven-Jones

of 3 Anderton Close, Four Oaks, Sutton Coldfield, West Midlands

a director/~~the secretary~~ 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~~]=

† 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

ø Insert brief details of property

Date and Description of charge‡ 1st July 1986 Mortgage Debenture

Date of Registration§ 5th July 1986

Name and address of [chargee][trustee for the debenture holders] TSB England and Wales PLC

Short particulars of property chargeø The undertaking and all property and assets present and future including goodwill, book debts, capital, fixtures, fixed plant and machinery and trade fixtures.

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 301/303 Aston Road Castle Bromwich Birmingham West Midlands

the 13th day of October

one thousand nine hundred and eighty seven

before me

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

Declarant to sign below

Presentor's name, address and reference (if any):
Needham & James,
Windsor House,
Temple Row,
Birmingham,
B2 5LF

For official use

Mortgage section

REGISTERED

28 OCT 1987

Post room

Rec'd 28/10/87

oyez The Solicitors Law Stationery Society plc, Oyez House, 27 Crimscott Street, London SE1 5TS

1985 Edition
11 85 F5553

M

Please do not write in this margin

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

395

M167 | NOV 18 | CF

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 860646

Name of company

* 452 Motor Company Limited

Date of creation of the charge

5th November 1987

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

LEGAL CHARGE

Amount secured by the mortgage or charge

ALL MONIES

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

CO-OPERATIVE BANK ~~LTD~~ PLC, P.O.BOX 82
118/120 COLMORE ROW, BIRMINGHAM

Postcode B3 3BA

4064
18/11

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

Learman Smith & Co.
18 Lichfield Street
Walsall WS1 1UE

Ref: CF/7941

For official use
Mortgage section

REGISTERED
13 NOV 1987

Post room

COMPANIES REGISTRATION
NOV 1987
OFFICE
73
M

Time critical reference

Short particulars of all the property mortgaged or charged

1. Legal Charge of Property forming part of Kenilworth Road Garage Kenilworth Road Hampton-in Arden comprised in title number WK 299783 at H.M.land Registry

2. Floating Charge of all moveable plant machinery equipment furniture and articles now or from time to time on in or used in connection with the Mortgaged Property

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 (note 3)

N/A

Signed Pearman Smith & Co. Solicitors Date 5th November 1987

On behalf of ~~[company] [mortgagee~~/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.

Oyez The Solicitors' Law Stationery Society plc, Oyez House, 27 Cursitor Street, London SE1 5TS 1984 11 86 [illegible]

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 5th November 1987 and created by 452 MOTOR CO. LIMITED

for securing all moneys now due, or hereafter to become due, or from time to time accruing due from the company to Co-operative Bank Public Limited Company

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 13th November 1987

Given under my hand at the Companies Registration Office,

Cardiff the 26 NOV 1987

No. 860646

Certificate and instrument received by

.....Pat.....

.....

Date .....30/11.....

E. Church.

E. CHURCH

an authorised officer

C.69a

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

M453C

KPV

To the Registrar of Companies

For official use

Company number 860646

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

Name of company

* 452 Motor Company Limited

* insert full name of company

Date of creation of the charge

18th May 1988

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

Mortgage

Amount secured by the mortgage or charge

All sums of money as now are or shall from time to time become payable by virtue of Hire Purchase Agreements, Lease Purchase Agreements, Conditional Sale Agreements, Leasing Agreements, Credit Sale Agreements and Loan Agreements now and from time to time entered into between the Company and any of the Mortgagees, and all other sums of money from time to time owing from the Company to any of the Mortgagees.

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

Chartered Trust Public Limited Company, Chartered Leasing Limited, CTL Limited, CT Vehicle Leasing Limited and Standard Finance Limited all of 24/26 Newport Road, Cardiff. Postcode CF2 1SR

Presentor's name address and reference (if any): CSL/MEJ/200/47
Mr. C.S. Lancaster,
Credit Acceptances,
Chartered Trust plc,
24/26 Newport Road,
Cardiff CF2 1SR

For official Use
Mortgage Section

REGISTERED
18 MAY 1988

Post room

COMPANIES REGISTRATION OFFICE
CC
18 MAY 1988
B

Time critical reference

9/5

Short particulars of all the property mortgaged or charged

First fixed charge on
(1) all Leasing Agreements now and from time to time entered into between the Company and its customers (insofar as such Agreements relate to goods supplied on Hire Purchase, Lease Purchase, Conditional Sale, Lease or Credit Sale by any of the Mortgagees to the Company or to goods over which the Company has granted a mortgage to any of the Mortgagees).
(2) all moneys from time to time payable under the said Leasing Agreements
(3) the goods comprised in the said Leasing Agreements (insofar as the property therein is or may become vested in the Company).
(4) the benefit of all guarantees, indemnities, negotiable instruments and securities taken by the Company in connection with the said Leasing Agreements
(5) the benefit of all insurances effected under the terms of the said Leasing Agreements.
The mortgage provides that
(1) all money collected by the Company in respect of the mortgaged property shall be held on trust for the Relevant Mortgagee;
(2) the Company shall not without the prior consent of the Relevant Mortgagee in writing sell or otherwise deal with the mortgaged property;
(3) the Company shall execute a legal assignment of the mortgaged property if required to do so.

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 (note 3)

Signed _____ Date 18th May 1988

On behalf of [company][mortgagee/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.

Oyez The Solicitors' Law Stationery Society plc. Oyez House, 237 Long Lane, London SE1 4PU

1985 Edition
F5518 7-85
* * * * *

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 18th May 1988 and created by 452 MOTOR CO. LIMITED for securing all moneys due or to become due from the Company to Chartered Trust Public Limited Company and the other 4 Chargees named on the attached Schedule under the terms of Hire Purchase Agreements, Lease Purchase Agreements, Conditional Sale Agreements, Leasing Agreements, Credit Sale Agreements and Loan Agreements and under the terms of the Charge was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 18th May 1988

Given under my hand at the Companies Registration Office,
Cardiff the 25 MAY 1988

No. 860646

E. Church.
E. CHURCH
an authorised officer

Certificate and instrument received by
.....Post.....
.....DS.....
Date .....26.....

C.69

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

SCHEDULE TO THE CERTIFICATE OF
REGISTRATION OF A MORTGAGE OR CHARGE

NAMES OF CHARGEES

Chartered Leasing Limited

CTL Limited

CT Vehicle Leasing Limited

Standard Finance Limited

No. 860646

Certificate and instrument received by

.....Post.....

.....DJ.....

Date .....2/6.....

Please do not write in this margin

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985

MTZC

To the Registrar of Companies

For official use

Company number 860646

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

Name of company

* 452 Motor Co Limited

* insert full name of company

Date of creation of the charge

27th May 1988

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

Legal Charge

Amount secured by the mortgage or charge

All monies and liabilities from time to time due owing or incurred by the Company to Co-operative Bank Plc.

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

Co-operative Bank Plc,
PO Box 101, 1 Balloon Street, Manchester, M60 4EP

Postcode

7/6

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

Needham & James
Windsor House
Temple Row
Birmingham B2 5LF

Ref: DH/ECJ

Time critical reference

For official Use
Mortgage Section

Post room

REGISTERED
- 4 JUN 1988

COMPANIES REGISTRATION OFFICE
Cardiff
1988
M

Form F135 (No. 395)
© Fourmat Publishing
27 & 28 St Albans Place
London N1 ONX
July 1985

Short particulars of all the property mortgaged or charged

1. A charge by way of Legal Mortgage over freehold property known as Station Garage, Marsh Lane, Water Orton, Warwickshire as the same is registered at H.M. Land Registry under Title No. WK258315

ii. A floating charge over all movable plant, machinery, equipment, materials and articles now or from time to time on or in or used in the said property.

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 (note 3)

Nil

Signed Needham + Jones Date 3/6/88

On behalf of [~~company~~][~~mortgagee~~/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.

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 27th May 1988 and created by 452 MOTOR CO LIMITED

for securing all moneys now due, or hereafter to become due, or from time to time accruing due from the company to Co-operative Bank Plc

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 4th June 1988

Given under my hand at the Companies Registration Office,

Cardiff the 13 JUN 1988

No. 360646

M.G. WILSON

an authorised officer

Certificate and instrument received by

.....POST.....N/R

.....

Date .... 15.6.88.....95

C.69a

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

To the Registrar of Companies

For official use

Company number 860646

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

Name of company

* 452 MOTOR CO. LIMITED

* insert full name of company

Date of creation of the charge

10th July 1989

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

CHARGE creating a first ed charge on Book Debts (as therein defined)

Amount secured by the mortgage or charge

All or any moneys now or at any time and from time to time hereafter owing or payable to General Motors Acceptance Corporation (U.K.) Limited ("the Chargee") by the Company pursuant to or in connection with any financing agreement or plan which relates to the acquisition by or transfer to the Company of any motor vehicles whether new or used including all handling charges interest or any other moneys payable to the Chargee in connection therewith together with all moneys costs charges and expenses payable or expressed or intended to be payable by the Company to the Chargee under the Charge or in respect thereof

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

GENERAL MOTORS ACCEPTANCE CORPORATION (U.K.) LIMITED
P.O. BOX 11 WESLEY HOUSE 19 CHAPEL STREET
LUTON Postcode LE1 2SE

Presentor's name address and reference (if any):
SLATER HEELIS
71 PRINCESS STREET
MANCHESTER M2 4HL

For official Use
Mortgage Section
Post room

REGISTERED
11 JUL 1989

Time critical reference

rt 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

by way of first fixed charge all the debts or sums of money now or at any time and from time to time hereafter owing to the Company in respect of the sale of new motor vehicles the acquisition of which has been or will be financed by the Chargee and which have or will become or which were intended to become the subject of or affected by a Delayed Payment Privilege Agreement (as defined in the Charge) and all moneys received in respect of such debts or sums of money, and all which debts and moneys are together called "the Book Debts".

Continued on Continuation Sheet No. 1

rticulars as to commission allowance or discount (note 3)

gned . Date 10th July 1989

Solicitors to the Chargee

behalf of [company][mortgagee/chargee]†

† delete as appropriate

otes

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.

A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.

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.

If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.

oyez The Solicitors Law Stationery Society plc. Oyez House. 237 Long Lane. London SE1 4PU

1985 Edition
F5518 7/8

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

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)

Company number

860646

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

Name of company

452 MOTOR CO. LIMITED

Limited*

*delete if inappropriate

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

Please do not write in this binding margin

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

Clause 4 of the Charge provides that the Company shall not save with the prior written consent of the Chargee:-

(a) create or permit to subsist over the Book Debts or any of them any mortgage charge lien pledge or other security than this charge; or

(b) release exchange compound set-off grant time or indulgence in respect of or in any other manner deal with the Book Debts or any of them or purport to do any of the same

Clause 5 of the Charge provides that until the Charge is discharged the Company will:

(a) get in and realise the Book Debts in its ordinary course of business (which shall not extend to selling or assigning or in any way factoring or discounting the same) and hold all monies which it receives in respect of the Book Debts or any of them upon trust for the Chargee;

(b) pay all such moneys into a separate and denominated bank account ("the Book Debts account") immediately it receives the same;

(c) not without the prior written consent of the Chargee withdraw any sum of any part of any sum at any time standing to the credit of the Book Debts account and will not charge assign or deal with or consent to any dealing with the same in any way whatsoever;

(d) if called upon so to do by the Chargee execute a legal assignment of the Book Debts or any of them to the Chargee in such terms and form as the Chargee may require and will give such notice thereof to the debtors in respect of such Book Debts and do such other acts and things as the Chargee may require to perfect such legal assignment.

oyez The Solicitors Law Stationery Society plc. Oyez House, 237 Long Lane, London SE1 4PU

1985 Edition
F5519 7/85

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 10th JULY 1989 and created by 452 MOTOR CO.LIMITED

for securing all moneys due or to become due from the Company to GENERAL MOTORS ACCEPTANCE CORPORATION (U.K.) LIMITED under the terms of the Charge

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 11th JULY 1989

Given under my hand at the Companies Registration Office,

Cardiff the 20th JULY 1989

No. 860646

E. Church.

E. CHURCH

an authorised officer

C.69

Post
20/7/89
Jmy.

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

395

Please do not write in this margin

M188c

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 860646

Name of company

* 452 MOTOR CO~~MPANY~~ LIMITED

Date of creation of the charge

29th JANUARY 1990

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

LEGAL CHARGE

Amount secured by the mortgage or charge

ALL MONIES AND LIABILITIES WHICH SHALL FOR THE TIME BEING BE DUE OWING OR INCURRED TO CO-OPERATIVE BANK PLC

PN

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

CO-OPERATIVE BANK PLC of P O BOX 82 118/120 COLMORE ROW BIRMINGHAM

Postcode B3 3BA

5/8

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

FEARMAN SMITH & CO.
SOLICITORS
18 LICHFIELD STREET
WALSALL
WEST MIDLANDS WS1 1UB

Ref: CL

Time critical reference

For official use
Mortgage section

REGISTERED
-6 FEB 1990

Post room

COMPANIES HOUSE
- 1 FEB 1990
M 11

FAX RECEIVED 6/2/90

Short particulars of all the property mortgaged or charged

Please do not write in this margin

LAND LYING TO THE WEST OF KENILWORTH ROAD

HAMPTON-IN-ARDEN AS COMPRISED IN TITLE NUMBER

WM460376 REGISTERED AT H.M.LAND REGISTRY

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

Fixed → Floating charge over all movable plant machinery implements utensils furniture and equipment.

Particulars as to commission allowance or discount (note 3)

NONE

Signed Date 31st JANUARY 1990

On behalf of [company] [mortgagee/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.

The Solicitors Law Stationery Society plc, Oyez House, 27 Crimscott Street, London SE1 5TS

1985 Edition
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PEARMAN SMITH & CO.
SOLICITORS
COMMISSIONERS FOR OATHS

COLIN LAWRENCE
JEREMY V. LAWRENCE

18 LICHFIELD STREET,
WALSALL
WEST MIDLANDS WS1 1UB

Telephone: 0922 - 24164
Facsimile: 0922 - 20708

your reference

our reference
CL/SL 6th February 1990

F.A.O. of Mrs.Morris

Registrar of Companies
Companies House
Crown Way
Maindy
Cardiff
South Wales

BY FAX & MAIL

Dear Sir,

452 Motor Company Limited and
Co-operative Bank Plc
Legal Charge dated 29th January 1990

Referring to the Writer's telephone conversation with your Mrs.Morris this morning, we should be grateful if you would please regard this letter as our authority to you to insert the details of the Fixed and Floating Charge on all plant and machinery on the reverse side of the Form 395 dated 31st January 1990.

We are very grateful to Mrs.Morris for her kind assistance in this matter.

Yours faithfully,

Pearman Smith & Co

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 29th JANUARY 1990 and created by 452 MOTOR CO.LIMITED

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

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 6th FEBRUARY 1990

Given under my hand at the Companies Registration Office, Cardiff the 13th FEBRUARY 1990

No. 860646

M.E. WILSON

an authorised officer

C.69a

POST 13/2/90 tmy

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

395

Please do not write in this margin

5/8

M282C

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

*Insert full name of company

To the Registrar of Companies 55

For official use 16

Company number 860646

Name of company

* 452 Motor Company Limited

Date of creation of the charge

29 July 1992

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

Legal Charge

Amount secured by the mortgage or charge

All monies and liabilities which shall for the time being (and whether on or at any time after such demand) be due owing or incurred in whatsoever manner to the Mortgagee.

69a.

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

5/8

Co-operative Bank Plc PO Box 101 1 Balloon Street

Manchester

Postcode M60 4EP

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

Sharrott Barnes
Mill House
38 Dam Street
Lichfield

For official use

Mortgage section

REGISTERED 14 AUG 1992

Post room

COMPANIES HOUSE 30 JUL 1992

Short particulars of all the property mortgaged or charged

362-364 Chester Road Castle Bromwich Solihull West Midlands

FIXED CHARGE ALL PLANT & MACHINERY & OTHER CHATTELS

FLOATING CHARGE ALL UNATTACHED PLANT & MACHINERY & OTHER CHATTELS.

Please write in this margin

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed [signature] Date 29 July 1992

On behalf of ~~[company]~~ [mortgagee~~/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.

Oyez The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscott Street, London SE1 5TS 1985 Edition

Sharrott Barnes

A. Flathers LL.B.
Richard D. Taylor LL.B.
Richard J. Lawton LL.B.
James E. Carr B.Sc.(Econ)

Assistant Solicitor:
H. Melanie Peel LL.B.

Solicitors
Commissioners for Oaths
Mill House
38 Dam Street
Lichfield
Staffordshire
WS13 6AA

Telephone (0543) 414426
Fax (0543) 250623
DX 19006 Lichfield

Companies Registry
CARDIFF

BY FAX: (0222) 380827

FAO: Mrs. Grandon

Your ref:

Our ref:

Date: 14 August 1992

Dear Sirs

452 MOTOR COMPANY LIMITED 860646

With reference to Form 395 lodged by ourselves please take this letter as our permission to include on the reverse side of Form 395 the following words "by way of fixed charge all plant and machinery and other chattels and by way of floating charge all unattached plant and machinery and other chattels."

Yours faithfully

SHARROTT BARNES

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 29th JULY 1992 and created by 452 MOTOR CO.LIMITED

for securing all moneys now due, or hereafter to become due, or from time to time accruing due from the company to CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 14th AUGUST 1992

Given under my hand at the Companies Registration Office,

Cardiff the 19th AUGUST 1992

No. 860646

W. Grandon

W. GRANDON

an authorised officer

C.69a

Post

MC

M

Please do not write in this margin

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

395

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 860646

Name of company

* 452 Motor Company Limited

Date of creation of the charge

12th July 1993

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

Legal Charge AS EVIDENCED BY A STATUTORY DECLARATION DATED 30-7-93

Amount secured by the mortgage or charge

All monies and liabilities which shall for the time being (and whether on or at any time after such demand) be due owing or incurred in whatsoever manner to the Mortgagee.

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

Co-operative Bank Plc P O Box 101 1 Balloon Street

Manchester

Postcode M60 4EP

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

Sharrott Barnes
Mill House
38 Dam Street
Lichfield
Staffordshire WS13 6AA

For official use

Mortgage section

REGISTERED 14 JUL 1993

Post Room

COMPANIES HOUSE 14 JUL 1993

COMPANIES HOUSE 3 AUG 1993

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

Land at the rear of 364 Chester Road Castle Bromwich in the City of Birmingham and containing an area of 670 square yards or thereabouts

By way of fixed Charge all plant and machinery and other chattels now or hereafter attached to the Mortgaged property

By way of floating Charge all unattached plant machinery and other chattels now or from time to time on or in or used in connection with the Mortgaged property

Particulars as to commission allowance or discount (note 3)

Nil

Signed Date 13th July 1993

On behalf of ~~[company]~~ [mortgagee/~~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.

Øyez The Solicitors' Law Stationery Society plc, Øyez House, 27 Crimscott Street, London SE1 5TS

1985 Edition
11 85 F5676
5010503
* * * *

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 12th JULY 1993 and created by 452 MOTOR CO.LIMITED

for securing all moneys now due, or hereafter to become due, or from time to time accruing due from the company to CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 14th JULY 1993

Given under my hand at the Companies Registration Office,

Cardiff the 5th AUGUST 1993

No. 860646

P. Jones

P. JONES

an authorised officer

C.69a

post
12.8

M

Please do not write in this margin

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

395

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

860646

Name of company

* 452 Motor Company Limited

Date of creation of the charge

12th July 1993

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

Legal Charge AS EVIDENCED BY A STATUTORY DECLARATION DATED 30-7-93

Amount secured by the mortgage or charge

All monies and liabilities which shall for the time being (and whether on or at any time after such demand) be due owing or incurred in whatsoever manner to the Mortgagee.

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

Co-operative Bank Plc P O Box 101 1 Balloon Street

Manchester

Postcode M60 4EP

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

Sharrott Barnes
Mill House
38 Dam Street
Lichfield
Staffordshire WS13 6AA

For official use

Mortgage section

REGISTERED

14 JUL 1993

Post room

COMPANIES HOUSE

PR24

14 JUL 1993

-3 AUG 1993

Short particulars of all the property mortgaged or charged

Please do not write in this margin

Land lying to the north west of Laburnum Avenue Kingshurst Solihull West Midlands

By way of fixed Charge all plant and machinery and other chattels now or hereafter attached to the Mortgaged property

By way of floating Charge all unattached plant machinery and other chattles now or from time to time on or in or used in connection with the Mortgaged property

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed Date 13th July 1993

On behalf of ~~[company]~~ [mortgagee/~~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.

Oyez The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscott Street, London SE1 5TS

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* * * *

Companies M395

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 12th JULY 1993 and created by 452 MOTOR CO.LIMITED

for securing all moneys now due, or hereafter to become due, or from time to time accruing due from the company to CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 14th JULY 1993

Given under my hand at the Companies Registration Office, Cardiff the 5th AUGUST 1993

No. 860646

P. Jones

P. JONES

an authorised officer

C.69a

0056