



395/AB

COMPANIES FORM No. 395

Particulars of a mortgage or charge

M205/10 MAR/W

395

Please do not
write in
this margin

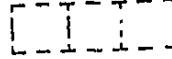
Pursuant to section 395 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering* Insert full name
of company

To the Registrar of Companies

For official use

Company number



2005619

Name of company

* Bibby Distribution Services (Holdings) Limited

Date of creation of the charge

1 March 1988

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

Fixed and Floating Charge dated

1 March 1988

Amount secured by the mortgage or charge

All monies and liabilities now or at any time hereafter due owing or incurred to the Bank by the Company in any way whatsoever.

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

Midland Bank plc, whose registered office is at Poultry, in the City of London.

Postcode

EC2P 2BX

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

Midland Bank plc

POULTRY

LONDON EC2P 2BX

Time critical reference

For official Use
Mortgage Section

Post room

10 MAR 1988



Short particulars of all the property mortgaged or charged

First Fixed Charge on all book debts and other debts now and from time to time hereafter due owing or incurred to the Company other than such of the said debts as the Bank may have specifically agreed in writing to exclude from such first fixed charge; and

Floating Charge on all other the Undertaking of the Company and all its property whatsoever and wheresoever both present and future including its uncalled capital for the time being and such of the book debts and other debts referred to above which are not charged under the said first fixed charge (collectively called "the assets") but so that the Company shall not except with the prior written consent of the Bank:

- (a) create or permit to subsist over all or any of the assets any mortgage charge lien pledge or other security ranking in priority to or *pari passu* with the said floating charge; or
- (b) part with sell or dispose of all or except in the ordinary course of the Company's business and for the purpose of carrying on the same any of the assets; or
- (c) deal with its book or other debts or securities for money forming part of the assets otherwise than in the ordinary course of getting in and realising the same which course shall not include or extend to the selling or assigning or in any other way factoring or discounting of any of the said debts or securities.

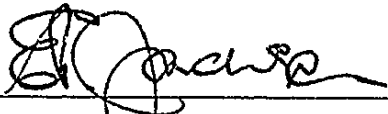
Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed X



Date 1 March 1988

On behalf of (company) ~~London and Lancashire Bank~~

† 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 1st March 1988
and created by BIBBY DISTRIBUTION SERVICES (HOLDINGS) 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 plc

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 10th March 1988

Given under my hand at the Companies Registration Office,
Cardiff the 17 MAR 1988

No. 2005619

Certificate and instrument received by

..... *LC*

Date 18.13.88

E Church

E. CHURCH

an authorised officer

C.69a



COMPANIES FORM No. 395

Particulars of a charge

395

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

M396^c

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

To the Registrar of Companies

For official use

Company number

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02005619

Name of company

* BIBBY DISTRIBUTION SERVICES (HOLDINGS) LIMITED

* insert full name
of company

Date of creation of the charge

1st JUNE 1992

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

Debenture containing fixed and floating charges.

Amount secured by the charge

All moneys and liabilities (actual or contingent) for the time being due owing or incurred by the Company to the Bank on any account and in any manner whatsoever.

11/6

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

The Governor and Company of the Bank of Scotland, incorporated by Act of Parliament and having their Head Office at The Mound, Edinburgh.

Postcode

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

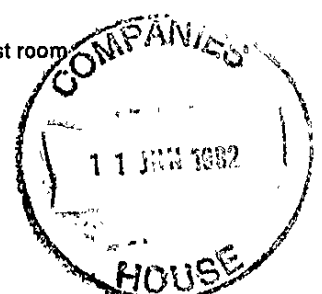
The Governor and Company of
the Bank of Scotland, Law
Department, Uberior House,
61 Grassmarket, Edinburgh
EH1 2JF Tel: 031.243.

Our Ref: LAW/
C/DF/DM

For official Use
Mortgage Section

11 JUN 1992

Post room



Time critical reference

Short particulars of all the property charged

All the undertaking, property and assets of the Company whatsoever and wheresoever, present and future, as specified in the attached Schedule, which also contains covenants by and restrictions on the Company which protect and further define the charges and must be read as one with the charges.

Please
write
this material

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

Particulars as to commission allowance or discount (note 3)

N/A

Signed

Date

Manager, Law Department

~~On behalf of (company) (charge)~~

† 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 situated 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.

Particulars of a mortgage or charge

Name of Company BIBBY DISTRIBUTION SERVICES (HOLDINGS) LIMITED

Number of Company ... 02005619

SCHEDULE OF CHARGES, COVENANTS AND RESTRICTIONS

contained in a Debenture in favour of Bank of Scotland dated 1st June 19 92.

Charges

- 1 by way of legal mortgage all the freehold and leasehold property of the Company now vested in it whether or not the title thereto is registered at H.M. Land Registry together with all buildings and fixtures (including trade and tenant's fixtures) now and hereafter thereon and all plant and machinery now and hereafter annexed thereto for whatever purpose;
- 2 by way of fixed charge all freehold and leasehold property hereafter belonging to the Company together with all buildings and fixtures (including trade and tenant's fixtures) thereon and all plant and machinery annexed thereto for whatever purpose;
- 3 by way of fixed charge all interests not thereinbefore effectively charged now or hereafter belonging to the Company in or over land or the proceeds of sale of land all licences now or hereafter held by the Company to enter upon or use land and the benefit of all other agreements relating to land to which the Company is or may become party or otherwise entitled and all trade and tenant's fixtures plant and machinery now and hereafter annexed for whatever purpose to all freehold and leasehold property an interest in which stands charged thereunder;
- 4 by way of fixed charge all the goodwill and uncalled capital for the time being of the Company;
- 5 by way of fixed charge all stocks shares and other securities now or hereafter owned (whether at law or in equity) by the Company and all rights and interests of the Company in and claims under all policies of insurance and assurance now or hereafter held by or insuring to the benefit of the Company;
- 6 by way of fixed charge all patents, trade marks, patent applications, brand names, copyrights, rights in the nature of copyright, registered designs and other intellectual property rights and agreements relating to the use by the Company of patents and trade marks to which the Company is now or may hereafter become entitled and all agreements under which the Company is now or may become entitled to the payment of any royalty fee or similar income;
- 7 by way of fixed charge all book and other debts of the Company whether now or hereafter existing and whether presently payable or hereafter falling due for payment and all rights and claims of the Company against third parties now or hereafter existing and capable of being satisfied by the payment of money (save as described in 5 above);

- 8 by way of floating charge all the undertaking, property and assets of the Company whatsoever and wheresoever present and future of the Company not thereinbefore effectively charged by way of fixed charge including (without limitation) any immovable property of the Company situate in Scotland and any assets falling within any of the types mentioned in 3 to 7 above inclusive situate in Scotland but so that the Company is not to be at liberty to create otherwise than in favour of the Bank any mortgage or fixed or floating charge or other security upon and so that no lien (other than a lien arising through operation of law in the ordinary course of business) shall in any case or in any manner arise on or affect any part of such assets either in priority to or pari passu with the floating charge thereby created and further that the Company shall have no power without the consent of the Bank to part with or dispose of any part of such assets except by way of sale in the ordinary course of its business.

Conversion into fixed charge

The Bank may from time to time by notice in writing to the Company convert the floating charge into a fixed charge as regards any assets thereby charged as specified in any such notice and such floating charge shall automatically be converted into a fixed charge:—

- 1 in respect of any assets which shall become subject to a fixed charge in favour of any other person or to a disposition otherwise than by way of sale in the ordinary course of the Company's business immediately upon such charge or disposition; and
- 2 in respect of all the assets thereby charged if and when the Company shall cease to carry on business or to be a going concern;

but so that this provision shall not apply to any assets situate in Scotland.

Restriction on charges and disposals

The Company may not without the previous written consent of the Bank create or purport or attempt to create any mortgage charge or encumbrance on any freehold or leasehold property of the Company or any other asset subject to a fixed charge under the Debenture nor in any way dispose of the equity of redemption thereof or any interest therein.

Control of moneys received

The Company must pay into the Company's account with the Bank or as the Bank may direct all moneys which it may receive in respect of any policies or insurance or assurance royalties or book or other debts or any other of the rights and claims charged to the Bank under 5, 6 and 7 above and until such payment hold all moneys so received upon trust for the Bank and may not without the prior written consent of the Bank charge factor discount or assign any of the said policies royalties debts rights or claims in favour of any other person or purport so to do.

Redemption or purchase of own shares

The Company may not without the previous written consent of the Bank redeem or purchase any of its own shares or issue any redeemable shares.



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 1st JUNE 1992
and created by BIBBY DISTRIBUTION SERVICES (HOLDINGS) LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to THE GOVERNOR AND COMPANY OF THE
BANK OF SCOTLAND

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 11th JUNE 1992

Given under my hand at the Companies Registration Office,
Cardiff the 16th JUNE 1992

No. 2005619

A.P.C. O'DAFD
A. P. C. O'DAFD

an authorised officer

C.39a

POST
16/6
22

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3410-6
399/SUPP CHG

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

Please complete
legibly, preferably
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bold block lettering

* insert full name
of company

To the Registrar of Companies

For official use

Company number

Name of company

13

02005619

* BIBBY DISTRIBUTION SERVICES (HOLDINGS) LIMITED

Date of creation of the charge

TWENTY-FIFTH OF APRIL 1994

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

Charge dated TWENTY-FIFTH OF APRIL 1994

Amount secured by the mortgage or charge

All monies and liabilities now or at any time hereafter due owing or incurred to the Bank by the Company in any way whatsoever.

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

Midland Bank plc, whose registered office is at Poultry, in the City of London.

Postcode EC2P 2BX

10/5
Lender's name address and
reference (if any):

OT00 9146/BBC

051-207-3366

EXT 4221

For official Use
Mortgage Section

REGISTERED

9 MAY 1994

Post room

COMPANIES HOUSE

09 MAY 1994

M

Time critical reference

Short particulars of all the property mortgaged or charged

First Fixed Charge on all goodwill and uncalled capital for the time being of the Company; and all patents patent applications inventions trade marks trade names registered designs copyrights know how and other intellectual property rights and all licences and ancillary rights and benefits including all royalties fees and other income deriving from the same both present and future of the Company.

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



Date

25/4/94

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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY NO. 02005619

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE DATED THE 25th APRIL 1994 AND CREATED BY BIBBY DISTRIBUTION SERVICES (HOLDINGS) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO MIDLAND BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 9th MAY 1994.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12th MAY 1994.

P. Jones
P. JONES

for the Registrar of Companies



C O M P A N I E S H O U S E

HC026B

DX
12/5/94 P-7

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

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

To the Registrar of Companies

For official use

Company number

4 PK

02005619

Name of company

* BIBBY DISTRIBUTION SERVICES (HOLDINGS) LIMITED

* Insert full name
of company

Date of creation of the charge

THIRTY-FIRST OF DECEMBER 1994

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

Legal Charge dated THIRTY-FIRST OF DECEMBER 1994
CHattel MORTGAGE. Permission for Amendment By M.B. BAUNL

Amount secured by the mortgage or charge

All monies and liabilities now or at any time hereafter due owing or incurred to the Bank by the Company in any way whatsoever.

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

Midland Bank plc, whose registered office is at Poultry, in the City of London.

Postcode EC2P 2BX

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

Midland Bank plc
15, Abchurch Lane
London EC4N 3DF
Tel: 020 7611 5000
Fax: 020 7611 5001
Telex: 566800 MIDLAND G
Cable: 566800 MIDLAND G

T1/OT14171
051-207-3366
EXT 4221.

For official Use
Mortgage Section

REGISTERED

1 JAN 1995

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

Please do not write in this margin

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

VOLVO FL618 ENGINE:TD63ES REG.NO. L296THF CHASSIS 115086	VOLVO FL618 ENGINE: TD63ES REG.NO. L297THF CHASSIS 115089	VOLVO FL618 ENGINE: TD63ES REG.NO. L295THF CHASSIS 114426	VOLVO FL618 ENGINE:TD63ES REG.NO.L294THF CHASSIS 112344
VOLVO FL618 ENGINE TD63ES REG.NO. L293THF CHASSIS 115832	VOLVO FL618 ENGINE: TD63ES REG.NO. L291THF CHASSIS 115837	VOLVO FL618 ENGINE: TD63ES REG.NO. L292THF CHASSIS 115838	VOLVO FL613 ENGINE:91748 REG.NO.L148UKF CHASSIS 120033
VOLVO FL613 ENGINE 91753 REG.NO.L150UKF CHASSIS 120039	VOLVO FL613 ENGINE 91750 REG.NO.L149UKF CHASSIS 120035	VOLVO FL 613 ENGINE 91746 REG.NO.L146UKF CHASSIS 120031	VOLVO FL 618 ENGINE 92297 REG.NO.M97WKF CHASSIS120842
VOLVO FL 618 ENGINE: 92298 REG.NO.M98WKF CHASSIS 120843	VOLVO FL618 ENGINE: 92299 REG.NO.M101WKF CHASSIS 120844	VOLVO FL 618 ENGINE: 92301 REG.NO.M102WKF CHASSIS 120890	

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Date

31/12/94

On behalf of [company][mortgagee/chargee]†

† delete as appropriate

Notes

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

Short particulars of all the property mortgaged or charged

5 VOLVOS:

<u>Registration Number</u>	<u>Engine number</u>	<u>Chassis</u>
L271 UEM	92399	120892
L272 UEM	92432	120924
M105 WKF	92345	120890
M103 WKF	92434	120926
M104 WKF	92436	120928
<u>3 TRACTORS</u>		
M657 WLW	266710	909328
M656 WLW	26671	909358
M658 WLW	266731	909346

Please do not
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Please complete
legibly, preferably
in black type, or
bold block lettering

Co No 2005619

CONTINUATION

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02005619

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHATTEL MORTGAGE DATED THE 31st DECEMBER 1994 AND CREATED BY BIEBY DISTRIBUTION SERVICES (HOLDINGS) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO MIDLAND BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 18th JANUARY 1995.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19th JANUARY 1995.

J. M. EVANS

for the Registrar of Companies



COMPANIES HOUSE

HC026B

post
19/1
SM