

Particulars of a mortgage or charge

M126/ 1 OCT/LN

395

Pursuant to section 395 of the Companies Act 1985

Please do not
write in
this margin

To the Registrar of Companies

For official use

Company number

[] [] [] [] [] []

2029363

Name of company

* BADGERLINE HOLDINGS LIMITED

Date of creation of the charge

24th September 1986

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

Mortgage

Amount secured by this mortgage or charge

All principal monies interest and costs therein more particularly
referred to

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

National Bus Company 172 Buckingham Palace Road London SW1W 9JN

Postcode

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

Slaughter and May
35 Abchurch Lane
London EC4A 3DF

Ref: DJB/MOW

For official Use
Mortgage Section

REGISTERED

1 OCT 1986

Post room



53
V10

Time critical reference

Short particulars of all the property mortgaged or charged

An Agreement dated 24th September 1986 and made between National Bus Company (1) and Badgerline Holdings Limited (2) relating to property at Manvers Street, Bath, Avon

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 Slaughter and May

Date 30th September 1986

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 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.



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 24th September 1986 and created by BADGERLINE HOLDINGS LIMITED for securing all moneys due or to become due from the Company and/or Badgerline Limited to the Chargee not exceeding £327,000 under the terms of the Sale Agreement dated 24th September 1986 and the Charge

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 1st October 1986

Given under my hand at the Companies Registration Office,

Cardiff the - 7 OCT 1986

No. 2029361

H. A. Jelliman

H. A. JELLIMAN
an authorised officer

Certificate and instrument received by

..... *Uc*

..... *21/10*

Date

M

COMPANIES FORM No. 395

Particulars of a mortgage or charge

M127/ 1 OCT/LN

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

--	--	--	--	--

2029363

Name of company

* BADGERLINE HOLDINGS LIMITED

Date of creation of the charge

24th September 1986

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

Mortgage

Amount secured by the mortgage or charge

All principal monies interest and costs therein more particularly
referred to

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

National Bus Company 172 Buckingham Palace Road London SW1W 9JN

Postcode

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

Slaughter and May
35 Basinghall Street
London EC2V 5DB

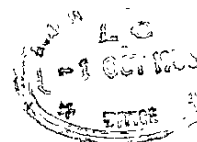
Ref: DJB/NOH

For official Use
Mortgage Section

Post room

REGISTERED

1 OCT 1986



56

4/10

Time critical reference

Short particulars of all the property mortgaged or charged

An Agreement dated 24th September 1986 and made between National Bus Company (1) and Badgerline Holdings Limited (2) relating to property at Marlborough Street, Bristol, Avon

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 Slaughter + May Date 30th September 1986

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 24th September 1986 and created by BADGERLINE HOLDINGS LIMITED for securing all moneys due or to become due from the Company and/or Badgerline Limited to the Chargee not exceeding £1,107,000 under the terms of a Sale Agreement dated 24th September 1986 and the Charge

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 1st October 1986

Given under my hand at the Companies Registration Office,

Cardiff the 27 OCT 1986

No. 2029363

H. A. Jelliman

H. A. JELLIMAN

an authorised officer

Certificate and instrument received by

..... 4c

Date 7/10

C.69

M

COMPANIES FORM No. 395

Particulars of a mortgage or charge

M129/ 1 OCT/LN

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

--	--	--	--

2029363

Name of company

* BADGERLINE HOLDINGS LIMITED

Date of creation of the charge

24th September 1986

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

Mortgage

Amount secured by the mortgage or charge

All principal monies interest and costs therein more particularly
referred to

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

National Bus Company, 172 Buckingham Palace Road, London SW1W 9JN

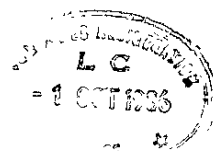
Postcode

Presenter's name address and
reference (if any):Slaughter and May
35 Basinghall Street
London EC2V 5DB

Ref: DJB/MQH

For official Use
Mortgage Section

Post room

REGISTERED
1 OCT 1986

Time critical reference

Short particulars of all the property mortgaged or charged

Please do not
write in
this margin

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

An Agreement dated 24th September 1986 and made between National Bus Company (1) and Badgerline Holdings Limited (2) relating to property at London Road Bath Avon

Particulars as to commission allowance or discount (note 3)

Signed *Slaughter and May*

Date *30th September 1986*

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

† 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 396). 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 24th September 1986 and created by BADGERLINE HOLDINGS LIMITED for securing all moneys due or to become due from the Company and/or Badgerline Limited to the Chargee not exceeding £500,000 under the terms of a Sale Agreement dated 24th September 1986 and the Charge

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 1st October 1986

Given under my hand at the Companies Registration Office,

Cardiff the - 7 OCT 1986

No. 2029363

H. A. Jelliman

H. A. JELLIMAN

an authorised officer

Certificate and instrument received by

..... *U/C*

Date *7/10*

C.69

M

Companies Form No395

395

Particulars of a mortgage or charge

Please do not
write in this
binding margin

Pursuant to section 395 of the Companies Act 1985

W 3/11 1986 277

1702 9051W

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

To Register of Companies

For official use

Company number

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2029363

Name of Company

* Insert full name
of company

BADGERLINE HOLDINGS LIMITED

Date of creation of the charge

23 September 1986

Description of the instrument creating or evidencing the charge

Legal Mortgage made between Badgerline Limited (1) and National Westminster Bank PLC (2) The Said Badgerline Limited charging as Trustees for Badgerline Holdings Limited by virtue of a Resolution dated 23 September 1986

Amount secured by the mortgage or charge

All liabilities of ~~the Company~~ present and future actual and/or contingent to National Westminster Bank PLC

Badgerline Holdings Limited

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

National Westminster Bank PLC

41 Lothbury

London

Postcode EC2P 2BP

ADG

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

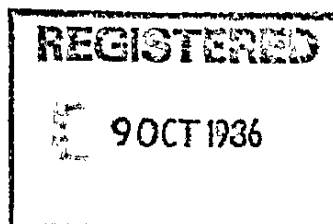
National Westminster Bank PLC
Securities Section
King's Cross House
200 Pentonville Road
London N1 9HL

Presenter's Reference
and/or telephone number

01-239 8205/6

Time critical reference

For official use
Mortgage section



Post room



9/10
55

56-00-05

Short particulars of all the property mortgaged or charged

The property hereinafter described ('the property') and the proceeds of sale thereof together with a floating charge over all moveable plant machinery implements utensils furniture and equipment at any time placed upon or used in or about the property viz:

Please do not write in this binding margin

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

The freehold property known as Kensington Garage London Road Bath Avon more particularly described in a Conveyance dated 1 January 1986 between
(1) Bristol Omnibus Co. Ltd.
(2) Badgerline Limited

Particulars as to commission, allowance or discount

Nil

per pro
National Westminster Bank PLC
King's Cross House
200 Pentonville Road, London N1 9HL

Please see notes below.

Signed

Date

- 9 OCT 1986

On behalf of mortgagee

Notes

- (a) A description of the instrument, eg '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.



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 September 1986 and created by BADGERLINE HOLDINGS LIMITED for securing all moneys due or to become due from the Company to the Chargee on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 9th October 1986

Given under my hand at the Companies Registration Office,
Cardiff the 15 OCT 1986

No. 2029363

H. A. Jelliman
H. A. JELLIMAN
an authorised officer

Certificate and instrument received by

..... *U.C.*

..... *14/10*

Date

C.69

M

Companies Form No395

395

Particulars of a mortgage or charge

Please do not
write in this
binding margin

Pursuant to section 395 of the Companies Act 1985

21/10/1986 227

M204 9 OCT W

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

To Register of Companies

For official use

Company number

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2029363

Name of Company

* Insert full name
of company

BADGERLINE HOLDINGS LIMITED

Date of creation of the charge

23 September 1986

Description of the instrument creating or evidencing the charge

Legal Mortgage made between Badgerline Limited (1) and National Westminster Bank PLC (2) The Said Badgerline Limited charging as Trustees of Badgerline Holdings Limited by virtue of a resolution dated 23 September 1986

Amount secured by the mortgage or charge

All liabilities of the Company present and future actual and/or contingent to National Westminster Bank PLC

Badgerline Holdings Limited

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

National Westminster Bank PLC

41 Lathbury

London

Postcode EC2P 2BP

APG

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

National Westminster Bank PLC
Securities Section
King's Cross House
200 Pentonville Road
London N1 9HL

Presenter's Reference
and/or telephone number

01-239 8205/6

For official use
Mortgage section

REGISTERED

9 OCT 1986

Post room



56-00-05

Time critical reference

Short particulars of all the property mortgaged or charged

The property hereinafter described ('the property') and the proceeds of sale thereof together with a floating charge over all moveable plant machinery implements utensils furniture and equipment at any time placed upon or used in or about the property viz:

Please do not
write in this
binding margin



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

The freehold property known as Bath Bus Station Manvers
Street Bath more particularly described in a Conveyance
dated 1 January 1986 between

- (1) Bristol Omnibus Company Limited
- (2) Badgerline

Particulars as to commission, allowance or discount

Nil

per pro

National Westminster Bank PLC

King's Cross House

200 Pentonville Road, London N1 9HL

Please see notes below.

Signed 

Date **9 OCT 1986**

On behalf of mortgagee

Notes

(a) A description of the instrument, eg '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.



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 September 1986 and created by BADGERLINE HOLDINGS LIMITED for securing all moneys due or to become due from the Company to the Chargee on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act 1935, on the 9th October 1986

Given under my hand at the Companies Registration Office,
Cardiff the 15 OCT 1986

No. 2029363

H. A. Jelliman

H. A. JELLIMAN
an authorised officer

Certificate and instrument received by

..... L/C

C.69

.....
Date 15/10



Companies Form No395

395

Particulars of a mortgage or charge

M162/3 OCT/LN

Please do not
write in this
binding 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



2029363

Name of Company

BADGERLINE HOLDINGS LIMITED

*Insert full name
of company

Date of creation of the charge

23rd September 1986

Description of the instrument creating or evidencing the charge

Mortgage Debenture

Amount secured by the mortgage or charge

All liabilities of the Company present and future actual and/or contingent to National Westminster Bank PLC

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

National Westminster Bank PLC

41 Lothbury

London

Postcode EC2P 2BP

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

National Westminster Bank PLC
Securities Section
King's Cross House
200 Pontonville Road
London N1 9HL

Presenter's Reference
and/or telephone number

56-00-05

01-239 8205/6

Time critical reference

For official use
Mortgage section

REGISTERED

- 3 OCT 1986

Post room



3710
3711

Short particulars of all the property mortgaged or charged

- (a) A specific equitable charge over the company's estate or interest in all freehold or leasehold properties for the time being belonging to or charged to the Company other than the property hereinafter described and the proceeds of sale thereof.
- (b) A specific charge over all stocks shares or other securities in any subsidiary companies for the time being
- (c) A specific charge over all Book and other Debts for the time being but so that the Company shall pay into the Company's account with the Bank all moneys which it may receive in respect of such debts and shall not without the prior consent in writing of the Bank sell factor discount or otherwise charge or assign the same in favour of any other person or purport to do so and the Company shall if called upon so to do by the Bank from time to time execute legal assignments of such book debts and other debts to the Bank.
- (d) A specific charge over its goodwill and the benefit of any licences
- (e) A floating charge over the undertaking and all other property and assets present and future but so that the Company shall not without the Bank's consent create any mortgage or charge ranking in priority to or pari passu with this charge.
- ~~(f) A charge by way of legal mortgage over the undermentioned property and the proceeds of sale thereof:~~

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

Nil

per pro
National Westminster Bank PLC
King's Cross House
200 Pentonville Road, London N1 9HL

Please see notes below.

- 3 OCT 1986

Signed

Date

Authorized Signatory

On behalf of mortgagee

Notes

- (a) A description of the instrument, eg '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.



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 September 1986
and created by BADGERLINE HOLDINGS LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to National Westminster Bank PLC

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 1st October 1986

Given under my hand at the Companies Registration Office,

CANCELLED THE 27 OCT 1986

No. 2029363

Certificate and instrument received by

C. H. HENS

an authorised officer

Date

15.10.86

M

Please do not
write in
this margin

COMPANIES FORM No. 395

395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

M7/ & OCT/LN

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

*Insert full name
of company

To the Registrar of Companies

For official use Company number

[Handwritten signature]

2029363

Name of company

BADGERLINE HOLDINGS LIMITED

Date of creation of the charge

24th September 1986

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

LEGAL CHARGE

Amount secured by the mortgage or charge

All present and/or future indebtedness of the company to Hill Samuel & Co. Limited ("the Bank") on any loan account and or other account with interest thereon day by day to the date of payment and all bank charges costs commissions and expenses of whatsoever nature at such rates and upon such terms as may from time to time have been agreed with the Bank or shown by the Bank to be payable and all liabilities whatsoever of the Company to the Bank present/future actual and/or contingent and whether as principal or surety and all costs and expenses incurred or paid in relation to the Company or the mortgaged property as therein defined (and referred to in the short particulars herein contained) and the presentation of any guarantee indemnity or security for any moneys obligations or liabilities thereby secured or in the exercise of all or any of the rights or powers thereby or by law conferred upon the Bank and together with interest on a foregoing day by day demand at the rate from time to time agreed with the Bank or in the absence of such agreement at the rate of 4 per cent. above the offer price of three months money in the London inter Bank money market

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

Hill Samuel & Co. Limited
100 Wood Street

London

Postcode EC2P 2AJ

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

Travers Smith
Brentford
6 New Hill
London E16 2AT

Ref: 17H

Time critical reference

For official use
Mortgage section

Post room

-1 OCT 1986



Short particulars of all the property mortgaged or charged

Please do not
write in
this margin

By way of Legal Mortgage all the Company's right title and interest in
Bus Station and premises at Marlborough Street Bristol.

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

Any insurance proceeds in respect of the mortgaged property are expressly
charged to the Bank together with any compensation moneys from time to
time arising in respect of such property. The Legal Charge contains
restrictions on the power of the Company in relation to the granting or
accepting surrenders of leases and in relation to sales or other
dispositions in respect of the whole or any part of the mortgaged property
and in relation to the creation of any interests ranking prior to pari passu
with or subsequent to the charges created by the Legal Charge including
any disposition (whether absolutely or by way of security) in respect of
any moneys receivable by or on behalf of the Company arising in relation
to the mortgaged property.

Particulars as to commission allowance or discount (now 3)

Nil

Travers Smith Braithwaite

Signed TRAVERS SMITH BRAITHWAITE

Date 1st October 1986

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

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.

Page 2



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

1985 Edition
11 85 15026
[5010503]



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 24th September 1986
and created by BADGERLINE HOLDINGS LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to Hill Samuel & Co. Limited

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 1st October 1986

Given under my hand at the Companies Registration Office,
Cardiff the 17 Oct 1986

No. 2029363

Certificate and instrument received by

an authorised officer

Date

17 Oct 1986

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

MS4/9 OCT / LN

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

To the Registrar of Companies

For official use

Company number

V I I I I

2029363

Name of company

BADGERLINE HOLDINGS LIMITED

* insert full name
of company

Date of creation of the charge

23rd September 1986

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

DEBENTURE

Amount secured by the mortgage or charge

ALL monies and liabilities which shall for the time being be due owing or incurred to National Bus Company by Badgerline Holdings Limited whether actually or contingently under or pursuant to clause 6 (f) of a Share Purchase Agreement dated 23rd September 1986 and made between National Bus Company (1) Badgerline Holdings Limited (2) and T. Smallwood and other (3)

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

National Bus Company, 172 Buckingham Palace Road, London.

Postcode

SW1W 0JH

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

Slaughter & May
45 Abchurch Lane
London EC4N 3DB

DMS/MOW

Time critical reference

For official Use
Mortgage Section

REGISTERED

8 OCT 1986

Post room



Short particulars of all the property mortgaged or charged

- (a) By way of legal mortgage all freehold and leasehold property of Badgerline Holdings Limited ("the Company") now vested in it (whether or not registered at H.M. Land Registry) together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon;
- (b) by way of fixed charge all future freehold and leasehold property of the Company together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon and all the goodwill and uncalled capital for the time being of the Company;
- (c) by way of fixed charge all book debts and other debts now and from time to time due or owing to the Company;
- (d) by way of a floating charge all other the undertaking and assets of the Company whatsoever and wheresoever both present and future but so that the Company is not to be at liberty to create any mortgage or charge upon and so that no lien shall in any case or in any manner arise on or affect any part of the said premises either in priority to or pari passu with the charge hereby created and further that the Company shall have no power without the consent of the mortgagee to part with or dispose of any part of such premises except by way of sale in the ordinary course of its business.

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

Signed Slaughter + May

Date 8th October 1986

On behalf of [company] (mortgagee/chargee)

† delete as appropriate

Notes

- 1 The original instrument (if any) creating or evidencing the charge, together with those 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 396(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 23rd September 1986 and created by BADGERLINE HOLDINGS LIMITED for securing all moneys due or to become due from the Company to the Chargee under the terms of a Share Purchase Agreement dated 23rd September 1986

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 8th October 1986

Given under my hand at the Companies Registration Office,
Cardiff the 14 OCT 1986

No. 2029363

G. JENKINS

an authorised officer

Certificate and instrument received by

LC

Date

15/10/86

C.69

M

COMPANIES FORM No. 395

Particulars of a mortgage or charge

M126/ 1 OCT/LN

395

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

CU

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

[] [] [] [] [] []

2029363

Name of company

* BADGERLINE HOLDINGS LIMITED

Date of creation of the charge

24th September 1986

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

Mortgage

Amount secured by the mortgage or charge

All principal monies interest and costs therein more particularly
referred to

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

National Bus Company 172 Buckingham Palace Road London SW1W 9JN

Postcode

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

Slaughter and May
35 Basinghall Street
London EC2V 5DE

Ref: DJB/MOW

For official Use
Mortgage Section

REGISTERED

1 OCT 1986

Post room



53
1/10

Time critical reference

Short particulars of all the property mortgaged or charged

An Agreement dated 24th September 1986 and made between National Bus Company (1) and Badgerline Holdings Limited (2) relating to property at Manvers Street, Bath, Avon

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 Blaugher and May

Date 30th September 1986

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 24th September 1986 and created by BADGERLINE HOLDINGS LIMITED for securing all moneys due or to become due from the Company and/or Badgerline Limited to the Chargee, not exceeding £1,107,000 under the terms of a Sale Agreement dated 24th September 1986 and the Charge

CANCELLED

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 1st October 1986

Given under my hand at the Companies Registration Office,

Cardiff the 7 OCT 1986

No. 2029363

H. A. Jelliman

H. A. JELLIMAN

an authorised officer

Certificate and instrument received by

..... *YC*

Date *7/10*

*This certificate has been cancelled in
favour of a new certificate dated
28th November 1986*

C.69

B. T. Green
(B. T. GREEN)
AUTHORISED OFFICER.

M

COMPANIES FORM No. 395

Particulars of a mortgage or charge

M127/ 1 OCT/LN

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

2029363

Name of company

* BADGERLINE HOLDINGS LIMITED

Date of creation of the charge

24th September 1986

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

Mortgage

Amount secured by the mortgage or charge

All principal monies interest and costs therein more particularly
referred to

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

National Bus Company 172 Buckingham Palace Road London SW1W 9JN

Postcode

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

Slaughter and May
35 Basinghall Street
London EC2V 5DB

Ref: DJB/MCW

For official Use
Mortgage Section

REGISTERED

1 OCT 1986

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

An Agreement dated 24th September 1986 and made between National Bus Company (1) and Badgerline Holdings Limited (2) relating to property at Marlborough Street, Bristol, Avon

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 *Singh + May*

Date *30th September 1986*

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 4(1)(2) of the Companies Act 1985

I hereby certify that a mortgage or charge dated the 24th September 1986 and created by BADGERLINE HOLDINGS LIMITED for securing all moneys due or to become due from the Company and/or Badgerline Limited to the Chargee under the terms of the Sale Agreement and the Charge

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 1st October 1986

Given under my hand at the Companies Registration Office,
Cardiff the 28 NOV 1986

No. 2029363

H. A. Jelliman

H.A. JELLIMAN

an authorised officer

Certificate and instrument received by

.....
.....

Date



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 24th September 1986 and created by BADGERLINE HOLDINGS LIMITED for securing all moneys due or to become due from the Company and/or Badgerline Limited to the Chargee not exceeding £500,000 under the terms of a Sale Agreement dated 24th September 1986 and the Charge

CANCELLED

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 1st October 1986

Given under my hand at the Companies Registration Office,
Cardiff the - 7 OCT 1986

No. 2029263

H. A. Jelliman

H. A. JELIMAN

an authorised officer

Certificate and instrument received by

..... *UC*

..... *7/10*

Date

*This certificate has been
cancelled in favour of a
new certificate dated*

C.69

26th November 1986

B. T. Green

AUTHORISED OFFICER



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 24th September 1986 and created by BADGERLINE HOLDINGS LIMITED for securing all moneys due or to become due from the Company and/or Badgerline Limited to the Chargee under the terms of the Sale Agreement of even date and the Charge

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 1st October 1986

Given under my hand at the Companies Registration Office,
Cardiff the 28 NOV 1986

No. 2029363

H. A. Jelliman

H. A. JELLIMAN
an authorised officer

Certificate and instrument received by

.....
.....

Date

M

COMPANIES FORM No. 395

Particulars of a mortgage or charge

M129/ 1 OCT/LN

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

--	--	--	--	--

2029363

Name of company

* BADGERLINE HOLDINGS LIMITED

* Insert full name
of company

Date of creation of the charge

24th September 1986

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

Mortgage

Amount secured by the mortgage or charge

All principal monies interest and costs therein more particularly
referred to

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

National Bus Company, 172 Buckingham Palace Road, London SW1W 9JN

Postcode

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

Slaughter and May
35 Basinghall Street
London EC2V 5DB

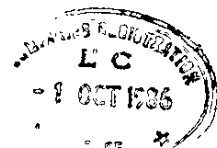
Ref: DJB/MOW

For official Use
Mortgage Section

REGISTERED

1 OCT 1986

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

An Agreement dated 24th September 1986 and made between National Bus Company (1) and Badgerline Holdings Limited (2) relating to property at London Road Bath Avon

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 *Slaughter and May*

Date *30th September 1986*

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

† 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 24th September 1986 and created by BADGERLINE HOLDINGS LIMITED for securing all moneys due or to become due from the Company and/or Badgerline Limited to the Chargee not exceeding £327,000 under the terms of the Sale Agreement dated 24th September 1986 and the Charge

CANCELLED

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 1st October 1986

Given under my hand at the Companies Registration Office,
Cardiff the - 7 OCT 1986

No. 2029363

H. A. Jelliman

H. A. JELLIMAN
an authorised officer

Certificate and instrument received by

..... *U.C.*

Date *7/10*

This certificate has been cancelled
in favour of a new certificate
dated 26th November 1986 C.69

B. T. Green
/ (B. T. GREEN)
AUTHORISED OFFICER.



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 24th September 1986 and created by BADGERLINE HOLDINGS LIMITED for securing all moneys due or to become due from the Company and/or Badgerline Limited to the Chargee under the terms of the Sale Agreement of even date and the Charge,

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 1st October 1986

Given under my hand at the Companies Registration Office,
Cardiff the 28 NOV 1986

No. 2029363

H. A. Jelliman

H. A. JELIMAN
an authorised officer

Certificate and instrument received by

.....
.....
Date

M

Companies Form No395

Particulars of a mortgage or charge

395

Please do not
write in this
binding margin

Pursuant to section 395 of the Companies Act 1985

M19

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

To Register of Companies

For official use

Company number

--	--	--	--	--	--	--	--	--	--

2029363

Name of Company

BADGERLINE HOLDINGS LIMITED

*Insert full name
of company

Date of creation of the charge

3 May 1988

Description of the instrument creating or evidencing the charge

LEGAL MORTGAGE

Amount secured by the mortgage or charge

All liabilities of the Company present and future actual and/or contingent to National Westminster Bank PLC

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

National Westminster Bank PLC

41 Lothbury

London

Postcode EC2P 2BP

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

National Westminster Bank PLC
Securities Section
King's Cross House
200 Pentonville Road
London N1 9HL

Presentor's Reference
and/or telephone number

56-00-05

01-239 6205/6

Time critical reference

For official use
Mortgage section

Post room



Short particulars of all the property mortgaged or charged

The property hereinafter described ('the property') and the proceeds of sale thereof together with a floating charge over all moveable plant machinery implements utensils furniture and equipment at any time placed upon or used in or about the property viz:

The freehold property known as
Badger Manor Edingworth Weston Super Mare
Avon BS24 0JA

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

Nil

per pro

National Westminster Bank PLC

King's Cross House

200 Pentonville Road, London N1 9HL

Please see notes below.

10.24.88

Signed

Date

On behalf of mortgagee

Notes

(a) A description of the instrument, eg. '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.



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 3rd May 1988
and created by BADGERLINE HOLDINGS LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to National Westminster Bank PLC

on any account whatsoever

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

Given under my hand at the Companies Registration Office,
Cardiff the 18 MAY 1988

No. 2029362


M.A. SMITH

Certificate and instrument received by

an authorised officer

..... 42

Date 31.5.88



Please do not
write in
this margin

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

COMPANIES FORM No. 395
Particulars of a charge

395

Pursuant to section 395 of the Companies Act 1985

M122

To the Registrar of Companies

For official use

Company number

□ □ □ □ □

2029363

Name of company

BADGERLINE HOLDINGS

Limited

Date of creation of the charge

14TH FEBRUARY 1989

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

DEBENTURE

Amount secured by the mortgage or charge

All monies now due or hereafter to become due or from time to time accruing due from the Company to the Bank upon any account and in any manner whatsoever.

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

BARCLAYS BANK PLC
54 LOMBARD STREET
LONDON EC3P 3AH

Short particulars of all the property mortgaged or charged

SEE OVERLEAF

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

COMPANY AND CREDIT
INFORMATION SERVICES
BARCLAYS BANK PLC
54 LOMBARD STREET
LONDON EC3P 3AH

For official use
Mortgage section

REGISTERED
- 2 MAR 1989

Post room



Time critical reference

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

- (a) by way of legal mortgage all the freehold and leasehold property of the Company the title to which is registered at H.M. Land Registry together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon;
- (b) 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) together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon;
- (c) by way of first fixed charge all future freehold and leasehold property of the Company together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon and all the goodwill and uncalled capital for the time being of the Company;
- (d) by way of first fixed charge all book debts and other debts now and from time to time due or owing to the Company (during the continuance of this security the Company shall pay into the Company's account with the Bank all moneys which it may receive in respect of the book debts and other debts hereby charged and shall not without the prior consent of the Bank in writing purport to charge or assign the same in favour of any other person and shall if called upon to do so by the Bank execute a legal assignment of such book debts and other debts to the Bank);
- (e) by way of a first floating charge all other the undertaking and assets of the Company whatsoever and wheresoever both present and future but so that the Company is not to be at liberty to create any mortgage or charge upon and so that no lien shall in any case or in any manner arise on or affect any part of the said premises either in priority to or *pari passu* with the charge hereby 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 premises except by way of sale in the ordinary course of its business.

Particulars as to commission, allowance or discount

FOR BARCLAYS BANK PLC

Signed

Date

28 FEB 1989

Designation of position in relation to the company: **MANAGER COMPANY AND CREDIT INFORMATION SERVICES**



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 14th February 1989
and created by BADGERLINE HOLDINGS LIMITED

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

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 2nd March 1989

Given under my hand at the Companies Registration Office,
Cardiff the 9 MAR 1989

No. 2029363

M. A. SMITH

Certificate and instrument received by

..... Llc

.....
Date 17/3/89 MG

an authorised officer

M

COMPANIES FORM No. 395

395**Particulars of a mortgage or charge**Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number

M82 ✓

[] [] [] []

2029363

Name of company

* BADGERLINE HOLDINGS LIMITED ("the Company")

*Insert full name
of company

Date of creation of the charge

15th March 1989

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

FIRST LEGAL CHARGE

Amount secured by the mortgage or charge

All present and/or future indebtedness of the Company to Hill Samuel Bank Limited ("the Bank") on any loan account and/or other account with interest thereon day by day to the date of payment and all bank charges costs commissions and expenses of whatsoever nature at such rates and upon such terms as may from time to time have been agreed with the Bank or shown by the Bank to be payable and all other liabilities whatsoever of the Company to the Bank present future actual and/or contingent and whether as principal or surety and all costs and expenses incurred or paid in relation to the Company or the Mortgaged Property (as therein defined and hereinafter referred to) and the preparation of any guarantee indemnity or security for any monies obligations or liabilities thereby secured or in the exercise of any rights of the Bank and together with interest from demand at the rate and in the manner therein referred to

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

Hill Samuel Bank Limited, a company registered in England

~~whose registered office is at 100 Wood Street, London~~

Postcode

EC2P 2AJ

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

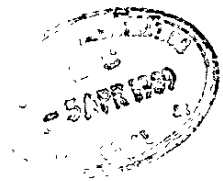
6/4
cl
Travers Smith Braithwaite
6 Snow Hill
London EC1A 2AL

For official use
Mortgage section

Post room

REGISTERED

- 5 APR 1989



Time critical reference

Short particulars of all the property mortgaged or charged

Please do not
write in
this margin

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

By way of first Legal Mortgage all that freehold land together with the dwelling house and other buildings erected thereon situate at and known as Manor Farm Edingworth in the Parish of East Brent as the same is shown for identification purposes only edged red on the plan annexed to the first Legal Charge ("the Mortgaged Property") and by way of specific charge all income from time to time arising or payable to or on behalf of the Company in relation to the Mortgaged Property

The said legal charge contains restrictions on the power of the Company to grant or accept surrenders of leases or conclude rent reviews, and sell or otherwise dispose of the whole or any part of the Mortgaged Property and/or create any interests ranking prior to pari passu with or subsequent to the charges created by the said Legal Charge including any disposition (whether absolutely or by way of security) in respect of any monies receivable by or on behalf of the Company arising in relation to the Mortgaged Property.

Particulars as to commission allowance or discount (note 3)

NONE

Signed

Travis East

Date 04.04.1989

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.

Page 2



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

1985 Edition
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5010503



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

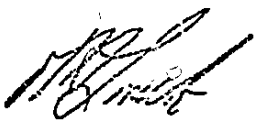
Pursuant to section 401(2) of the Companies Act 1985

I hereby certify that a mortgage or charge dated the 15th March 1989
and created by BADGERLINE HOLDINGS LIMITED for securing all moneys due or
to become due from the Company to Hill Samuel Bank Limited on any account
whatsoever under the terms of the Loan Agreement dated 14th February 1989
and/or this Charge


was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 5th April 1989


Given under my hand at the Companies Registration Office,
Cardiff the 12 APR 1989

No. 2029363


M. A. SMITH
an authorised officer

Certificate and instrument received by

..... 

..... 

Date 21 / 4 / 89

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

S360C

Please complete
legibly, preferably
in black type or,
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use

Company number

2029363

Name of company

* BADGERLINE HOLDINGS LIMITED

* insert full name
of company

I, Trevor Smallwood

of Bramble Cottage, Dinghurst Road, Churchill, Avon BS19 5PJ

† delete as
appropriate‡ insert a description
of the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.o the date of
registration may be
confirmed from the
certificate§ insert brief
details of
property

[a director][the secretary][the administrator][the administrative receiver] 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†

Date and Description of charge‡ DEBENTURE DATED 14.2.1989Date of Registration 2.3.1989Name and address of [chargee][trustee for the debenture holders] BARCLAYS BANK PLC
REGISTERED OFFICE 54, LOMBARD STREET, LONDON, EC3P 3AH.Short particulars of property charged§ ALL FREEHOLD AND LEASEHOLD PROPERTIES OF THE
COMPANY

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 Burges Salmon
Narrow Quay House
Prince Street, Bristol BS1 4AH

Declarant to sign below

the 6 day of June
one thousand nine hundred and eighty nine
before me Jan 1989

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

Presenter's name address and
reference (if any):12/6
Burges Salmon
Narrow Quay House
Prince Street
BRISTOL
BS1 4AHFor official Use
Mortgage Section**REGISTERED****- 9 JUN 1989**

Post room



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

53625

Please complete
legibly, preferably
in black type or,
bold block lettering* insert full name
of company† 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§ insert brief
details of
propertyTo the Registrar of Companies
(Address overleaf)

For official use

Company number

[] [] [] []

2029363

Name of company

* **BADGERLINE HOLDINGS LIMITED**I, Trevor Smallwoodof Bramble Cottage, Dinghurst Road, Churchill, Avon BS19 5PJ[a director][the secretary][the administrator][the administrative receiver]† 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]‡Date and Description of charge‡ Legal Charge Created 3.5.88Date of Registrations 10.5.88Name and address of [chargee][trustee for the debenture holders] National Westminster
Bank PLC Registered Office: 41 Lothbury, London EC2P 2BPShort particulars of property charged§ Badger Manor, E. dingworth, Weston Super Mare,
Avon.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 Burges Salmon

Declarant to sign below

Narrow Quay HousePrince Street, Bristol BS1 4AHthe 6 day of Juneone thousand nine hundred and eighty ninebefore me Ian D. J. J.A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for OathsPresenter's name address and
reference (if any):Burges Salmon
Narrow Quay House
Prince Street
BRISTOL
BS1 4AHFor official Use
Mortgage Section**REGISTERED****9 JUN 1989**

Post room



12/6

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

17/1

53637

Please complete
legibly, preferably
in black type or,
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use

Company number

2029363

Name of company

* **BADGERLINE HOLDINGS LIMITED*** insert full name
of companyI, Trevor Smallwoodof Bramble Cottage, Dinghurst Road, Churchill, Avon BS19 5PJ† delete as
appropriate[a director][~~the secretary~~][~~the administrator~~][~~the administrative receiver~~]† 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† Mortgage Debenture dated 23.9.86Date of Registration 23.10.1986Name and address of [chargee][trustee for the debenture holders] NATIONAL WESTMINSTER
BANK PLC Registered Office: 41 Lothbury London, EC2P 2BP.§ the date of
registration may be
confirmed from the
certificateShort particulars of property charged§ All present and future freehold and leasehold
property owned or charged to the Company.§ insert brief
details of
propertyAnd 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 Burges Salmon

Declarant to sign below

Narrow Quay HousePrince Street, Bristol BS1 4AHthe 6 day of June 1989

one thousand nine hundred and

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 OathsPresentor's name address and
reference (if any):12/6
Burges Salmon
Narrow Quay House
Prince Street
BRISTOL
BS1 4AHFor official Use
Mortgage Section**REGISTERED****- 9 JUN 1989**

Post room



M

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

M 12

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

☒

2029363

Name of company

* BADGERLINE HOLDINGS LIMITED ("the Company")

* Insert full name
of company

Date of creation of the charge

12th April 1990

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

Mortgage Debenture dated 12th April 1990 between the Company (1) and Hill Samuel Bank Limited (2) ("the Debenture")

Amount secured by the charge

All moneys, obligations and liabilities for the time being due, owing or incurred by the Company to Hill Samuel Bank Limited ("the Bank") whether under a facilities agreement dated 12th April 1990 between the Borrower (1) and the Bank (2) ("the Facilities Agreement") or on any other account whatsoever, together with interest thereon (as well after as before any demand or judgement) at such rates and upon such terms as may from time to time be payable by the Borrower to the Bank and (in

(see continuation sheet number one)

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

HILL SAMUEL BANK LIMITED whose registered office is at:-
100 Wood Street

London

Postcode

EC2P 2AJ

Presenter's name address and
reference (if any):26/4
TRAVERS SMITH BRAITHWAITE
10 Snow Hill
London EC1A 2AL
Ref: AJKFor official Use
Mortgage Section

REGISTERED

25 APR 1990

Post room



for a critical reference

Short particulars of all the property charged

See Continuation Sheets.

N.B. The Debenture contains certain covenants of and restrictions on the Company which protect the charges contained in it and which should be read in conjunction with those charges. The relevant covenants and restrictions are described on the continuation sheets.

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 Timothy Smith Brathwaite (AJK)  Date 24th April 1990

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.
- 5 The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF4 3UZ

Please do not
write in this
binding margin

**Particulars of a charge
(continued)**

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

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

Company number

2029363

Name of company

BADGERLINE HOLDINGS

Limited*

*delete if
inappropriate

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

addition) all legal and other costs, charges and expenses ("the Expenses") incurred by the Bank in relation to the Borrower or the Debenture or any other guarantee, indemnity or security for any moneys, obligations and liabilities secured by the Debenture on a full and unqualified indemnity basis, together with (save in the case of any moneys, obligations and liabilities due, owing or incurred by the Borrower to the Bank under the Facilities Agreement or in respect of any dividend payable by the Borrower to the Bank accruing to any Shares held by the Bank in the share capital of the Borrower) interest as well after as before judgement on all such liabilities of the Borrower and the Expenses from the date of the demand by the Bank on the Company (or, in the case of the Expenses, the earlier of the date upon which any of the Expenses are incurred or paid), which interest shall be charged on a daily basis on the aggregate amount of such liabilities from time to time at that rate ("the Rate") which is the aggregate of four per cent. (4%) per annum plus whichever of the following rates which the Bank may from time to time decide to apply in relation to any specific amount which shall from time to time remain unpaid (which interest may, to the extent that the same shall remain unpaid, be added by the Bank to the relevant amount or such part thereof shall remain unpaid at the expiration of any such period):-

- (i) the rate (as conclusively determined by the Bank save for manifest error) at which sterling deposits of an amount comparable to the relevant amount or amounts payable to the Bank shall be available to the Bank in the London Inter-Bank Market for sterling deposits for any such period aforesaid together with such rate (if any) as the Bank shall determine to be necessary to compensate the Bank for complying with an reserve asset and/or special deposit and/or liquidity requirements (or other requirements having the same or similar purpose) of the Bank of England or any other United Kingdom governmental authority whether or not such requirements have the force of law which are attributable to any such amount on the assumption that the Bank has borrowed all the funds necessary to enable it to comply with the said requirements; or
- (ii) a rate equivalent to the overdraft rate for any such period from time to time charged to the Bank by the Bank's London clearing bank in respect of an amount comparable to any such amount.

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legibly, preferably
in black type, or
bold block lettering

[illegible]

1. Definitions

In this Form 395, the following words and expressions have the following meanings:-

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

Book Debts: all book debts, both present and future, due or owing to the Company together with the benefit of all related rights and remedies (including negotiable or non-negotiable instruments, guarantees, indemnities, legal and equitable charges, reservation of proprietary rights, right of tracing and liens);

Charged Assets: all property or properties (including without limitation the Properties) and/or other assets of the Company and, where the context so admits, each of them and any part thereof, and the proceeds of the disposal of the same, and all rights, titles and interests that may from time to time be charged or assigned by way of security to the Bank pursuant to the provisions of the Debenture;

Debts: in relation to the Company (i) its Book Debts, (ii) all other monetary debts and claims, choses in action and other rights and benefits both present and future, including but not limited to rents and things in action which may give rise to a debt (but not including any policies of assurance relating to personal accident or permanent health taken out for the purpose of benefitting an employee or his dependants but only to the extent that the Company is under a legal liability to pay out the benefit of such policies or actually pays out the benefit of such policies to such employee or his dependants) and debts owing from bankers (including without limitation sums standing to the credit of the Deposit Account), due or owing to the Company and the benefit of all related rights, and (iii) all sums, both present and future, paid to or due or owing to the Company by way of compensation, grant, subsidy or refund by any statutory, legal or governmental body, authority or institution or by any body, authority or institution of the European Economic Community;

Deposit Account: the blocked deposit account, number 0524229-1001-7, in the name of Badgerline Holdings Limited with the Bank, into which certain moneys are to be credited in accordance with the provisions of the Facilities Agreement;

Derivative Assets: all assets deriving from the Stock, including all allotments, accretions, offers, rights, dividends, benefits and advantages whatsoever at any time accruing, offered or arising in respect of or incidental to the Stock and all stocks, shares, rights, money or property accruing or offered at any time by way of conversion, redemption, bonus, preference, exchange, purchase, substitution, option, interest or otherwise in respect thereof;

Intellectual Property: all patents, patent applications, trade marks, trade names, registered designs and copyrights and all related licences and ancillary and connected rights from time to time held by the Company or any nominee of the Company;

Licences: all licences from time to time held or acquired by the Company, or held by a nominee of the Company, in connection with any business carried on by the Company or in connection with any of the Charged Assets and any related rights;

Properties: all freehold and leasehold properties and all other real property from time to time of the Company together with all buildings, fixtures and fixed plant and machinery from time to time thereon or therein;

(see continuation sheet number two)

Please do not
write in this
binding margin

Particulars of a charge (continued)

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

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

Company number

2029363

Name of company

BADGERLINE HOLDINGS

Limited*

*delete if
inappropriate

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

--

Amount due or owing on the charge (continued)

Please do not
write in this
binding margin

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

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

Names and addresses of the persons entitled to the charge (continued)

This image shows a completely blank white page enclosed within a prominent, thick black rectangular frame. The interior of the page is devoid of any markings, text, or illustrations.

Secured Obligations: the moneys, obligations and liabilities secured by the Debenture as described elsewhere in this Form 395;

Securities: the Stock and the Derivative Assets; and

Stock: all stocks, shares, bonds and securities of any kind whatsoever owned by the Company, whether marketable or otherwise, and all other interest (including loan capital of the Company) both present and future in any company, firm, consortium or entity wherever situated.

2. Property Mortgaged or Charged

A. Under Clause 3.1, the Company as beneficial owner and as a continuing security for the payment and discharge of the Secured Obligations charged and assigned and agreed to charge and assign to the Bank:-

(a) by way of equitable mortgage, its Properties;

(b) by way of specific charge all moveable plant, machinery, implements, building materials of all kinds, utensils, furniture and equipment then or from time to time placed on or used in or about its Property and belonging to the Company;

(c) by way of specific charge all its Securities, Debts (including all rental and other income from its Properties), Intellectual Property, Licences, all deeds and documents from time to time relating to the Charged Assets, all its claims, choses in action and other rights (present and future) against or in relation to any third party, and its goodwill and uncalled capital both present and future;

(d) by way of specific charge all its interest, rights and entitlements under and/or in relation to any compensation moneys described in paragraph C below and insurance policies and insurance moneys referred to in paragraph D below;

(e) by way of specific charge all proceeds of a capital nature in relation to the disposal of any of its Properties, the benefit of any contract for the sale, letting or other disposal of such Properties and all present and future options to renew all leases, or purchase all reversions (whether or not freehold) from time to time in relation to such Properties; and

(f) by way of floating charge all the undertaking, property, assets and rights whatsoever and wheresoever, both present and future of the Company, save insofar as any of the same should for the time being be effectively mortgaged, charged or assigned by way of fixed mortgage, charge or assignment as described in sub-paragraphs (a) to (e) above.

B. The charges created as described above were expressly made to secure present and further advances.

C. Under Clause 4.4 of the Debenture the Company covenanted to hold all compensation moneys from time to time received by the Company in respect of the Charged Assets on trust to apply them in payment to the Bank or towards discharge of the Secured Obligations in such manner and in such order as the Bank might determine.

D. (a) Under Clause 7.1.4 of the Debenture, the Company covenanted with the Bank that it would deposit in the Bank and permit the Bank to hold and retain all insurance policies from time to time effected by it in respect of the Charged Assets and would hold any policies not for the time being so deposited on trust for the Bank.

(see continuation sheet number three)

Please do not
write in this
binding margin

**Particulars of a charge
(continued)**

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

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

Company number

2029363

Name of company

BADGERLINE HOLDINGS

Limited*

*delete if
inappropriate

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

Amount due or owing on the charge (continued)

Please do not
write in this
binding margin

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

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

[illegible]

(b) Under Clause 7.2 of the Debenture, the Company declared itself trustee of all moneys not paid directly to the Bank by the insurers under any insurance policy in respect of the Charged Assets and/or any other insurance policy, to hold such moneys on trust to be applied either in making good the loss or damage in respect of which such moneys might have been received or in or towards the payment or discharge of the Secured Obligations in such manner and in such order as the Bank might determine.

3. Covenants and Restrictions

A. Under Clause 4 of the Debenture, the Company covenanted with the Bank that, amongst other things, it would not (unless the Bank agreed otherwise in writing) do or cause or (so far as is within its power) permit to be done anything which may in any way depreciate, jeopardise or otherwise prejudice the value of the Bank's security under the Debenture nor permit any person to become entitled to any proprietary right or interest which might affect the value of the Charged Assets.

B. Under Clause 5 of the Debenture, the Company covenanted with the Bank that, amongst other things, it would (unless the Bank agreed otherwise in writing):-

(a) not lease nor part with the possession of any of its Properties, nor confer upon any other person or persons any licence, interest or right to occupy any of its Properties (save for reasonable consideration and on arms length terms), nor sell nor otherwise dispose of any of its Properties nor agree to do any such thing nor allow any other person to be registered as proprietor of any right or interest nor permit any overriding interest to arise under the Land Registration Acts; and

(b) promptly notify the Bank of the acquisition by it of any Properties after the date of the Debenture and, subject to the obtaining of any requisite consent, on demand of the Bank, execute in such form as the Bank might require, on terms no more onerous than those contained in the Debenture, a valid legal mortgage of any Properties acquired by it after the date of the Debenture.

C. Under Clause 6 of the Debenture, the Company covenanted with the Bank that, amongst other things, it would (unless the Bank agreed otherwise in writing):-

(a) not sell, factor, discount or otherwise charge, release, exchange, compound, set off, grant time or indulgence or assign or otherwise deal with its Debts (or any interest therein) at any time in favour of any person, nor purport to do so; and

(b) if called upon by the Bank to do so, execute a legal assignment of such Debts in favour of the Bank.

D. Under Clause 8 of the Debenture, the Company undertook with the Bank that it would not without the prior consent of the Bank, create or permit to subsist any encumbrance on or over its assets to secure any indebtedness of any person except for liens arising solely by operation of law in the ordinary course of its or their respective businesses/operations in respect of indebtedness which either (a) had been due for less than seven days or (b) was being contested in good faith and by appropriate means.

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 APRIL 1990
and created by BADGERLINE HOLDINGS LIMITED

for securing all moneys due or to become due from the Company to HILL
SAMUEL BANK LIMITED under the terms of A FACILITY AGREEMENT DATED 12
APRIL 1990 AND/OR THIS CHARGE

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 26th APRIL 1990

Given under my hand at the Companies Registration Office,
Cardiff the 1st MAY 1990

No. 2029363

A handwritten signature in black ink, appearing to read 'M.A. Smith'.

M.A. SMITH
an authorised officer

C.69

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

* Insert full name
of company

To the Registrar of Companies

For official use

Company number

172876

--	--	--	--	--	--

2029363

Name of company

* BADGERLINE HOLDINGS LIMITED

Date of creation of the charge

2nd July 1990

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

LEGAL CHARGE

Amount secured by the mortgage or charge

The consideration due on 28th September 1990 to the Accepting Shareholders
(as defined in the Legal Charge) pursuant to the Offer (as therein
defined)

£20

A.

to be paid to M J O'Connell as trustee for the
Accepting Shareholders as defined therein

1/2

no price

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

See continuation sheet attached

Postcode

PRINTED AND SUPPLIED BY

Jordans

JORDAN & SONS LIMITED
JORDAN HOUSE
BRUNSWICK PLACE
LONDON W1P 8EP
TELEPHONE 01 253 1000
TELEX 26120

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

Burges Salmon
Narrow Quay House
Prince Street
BRISTOL BS1 4AH

REF: RGH

Time critical reference

For official Use
Mortgage Section

REGISTERED

20 JUL 1990

Post room



Short particulars of all the property mortgaged or charged

47,150 Ordinary Shares of £1 each in the capital of Wessex of Bristol Limited

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 19/7/90

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.

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

Please do not
write in this
binding margin

**Particulars of a charge
(continued)**

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

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

Company number

2029363

*delete if
inappropriate

Name of company

BADGERLINE HOLDINGS LIMITED

Limited*

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

Mr M Crew
50 St Ladoc Road
Keynsham
Bristol

Mr M Theobald
11 Orion Drive
Little Stoke
Bristol

Mr K Weeks
31 Deanery Road
Kingswood
Bristol
BS15 4NA

Mr K Faulkner
81 Alma Road
Kingswood
Bristol

Mr P Horder
69 Barrowmead Drive
Lawrence Weston
Bristol

Miss L Thomas
69 Barrowmead Drive
Lawrence Weston
Bristol

Mrs M Leonard
64 Lower Hanham Road
Bristol 13

Mr P Smith
95 Station Road
Kingswood
Bristol
BS15 4PN

Mr M Ogborne
1 Hawkins Close
North Common
Warmley
Bristol
BS15 5YT

Mr A C Page
The Willows
17 Church Road
Frampton Cotterell
Bristol

Mr P Vill
16 Kingston Drive
Mangotsfield
Bristol

Mr B Suger
65 Sunningdale
Yate
Bristol

Mr S McFall
1 Hawkins Close
North Common
Warmley
Bristol

Mr A Burt
34 Dorchester Road
Drampton
Dorset
DT2 9NF

Mr D weeks
79 Waring House
Reacliffe
Bristol

Mr P J Reid
126 Catcombe Road
Hartcliffe
Bristol

Mr J K Burton
27 Williams Close
Longwell Green
Bristol

Mr T Buckley
Westview
Old Brooke End
Berkeley
Cloucestershire

Mr J W Watts
50 Stadling Avenue
Weston-Super-Mare
AVON

Please do not
write in this
binding margin

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

Names and addresses of the persons entitled to the charge (continued)

Mr M S Blatchford
85 Lyppiatt Road
Redfield
Bristol
BS5 9HP

Mr D E Baylis
50 Whittington Road
Oldbury Court
Fishponds
Bristol

Mr H J A Graves
139 Wellington Hill West
Henleaze
Bristol

Mr J A Wade
38 Whitcombe
YATE
Bristol

Mr F White
60 Kennard Road
Kingswood
Bristol

Mr J W Baker
2 Pavay Road
Hartcliffe
Bristol

Mrs R J Taylor
8 Archer Court
Longwell Green
Bristol

Short particulars of all the property charged (Continued)

Please do not
write in this
binding margin.

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

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 2nd JULY 1990
and created by BADGERLINE HOLDINGS LIMITED

for securing all moneys due or to become due from the Company to M. J.
OGBORNE (AS TRUSTEE FOR THE ACCEPTING SHAREHOLDERS AS DEFINED THEREIN)
under the terms of THE CHARGE

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 20th JULY 1990

Given under my hand at the Companies Registration Office,
Cardiff the 25th JULY 1990

No. 2029363

A handwritten signature in dark ink, appearing to read 'M.A. Smith'.

M.A. SMITH

an authorised officer

C.69

M

COMPANIES FORM No. 403b

403b

Declaration that part of the property or undertaking charged (a) has been released from the charge; (b) no longer forms part of the company's property or undertaking

Pursuant to section 403(1)(b) of the Companies Act 1985

ST6C

To the Registrar of Companies

For official use

Company number

[] [] [] []

2029363

Name of company

* BADGERLINE HOLDINGS LIMITED

I, JAMES McLAUGHLIN
of LONGING RIVER FOLLY LANE SHIPHAM SOMERSET

(a director) [the secretary] [the administrator] [the administrative receiver] of the above company, do solemnly and sincerely declare that with respect to the charge described below the part of the property or undertaking described [has been released from the charge] [has ceased to form part of the company's property or undertaking] ~~ix~~

Date and description of charge ‡ 14th February 1989 - Debenture

Date of registration o 2nd March 1989

Name and address of [chargee] [trustee for the debenture holders] Barclays Bank plc
54 Lombard Street London

Short particulars of property or undertaking released or no longer part of the company's property or undertaking § the whole of the issued share capital of Wessex of Bristol Limited
until 28th September 1990

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 48 Marlborough
Wessex - Exeter - Devon
AVM

Declarant to sign below

the 3rd day of August
one thousand nine hundred and eighty nine
before me J. S. M. M. M.

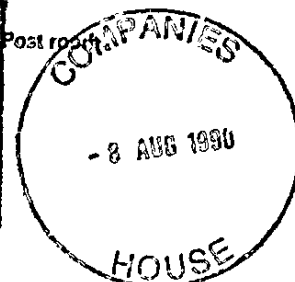
A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Presentor's name address and reference (if any):
Burges Salmon, Solicitors
Narrow Quay House
Prince Street
Bristol BS1 4AH
Ref: HMX/ATW

For official Use
REGISTERED

- 8 AUG 1990

Post room





Particulars of a charge

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

MP MB33C

395

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

To the Registrar of Companies

For official use

Company number

[] [] [] []

2029363

Name of company

BADGERLINE HOLDINGS Limited

Date of creation of the charge

30th July 1990

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

DEBENTURE

Amount secured by the mortgage or charge

All monies now due or hereafter to become due or from time to time accruing due from the Company to the Bank upon any account and in any manner whatsoever.

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

BARCLAYS BANK PLC
54 LOMBARD STREET
LONDON EC3P 3AH

Short particulars of all the property mortgaged or charged

SEE OVERLEAF

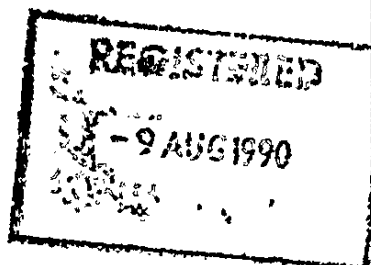
Presenter's name, address and
reference (if any):

COMPANY AND CREDIT
INFORMATION SERVICES
BARCLAYS BANK PLC
54 LOMBARD STREET
LONDON EC3P 3AH

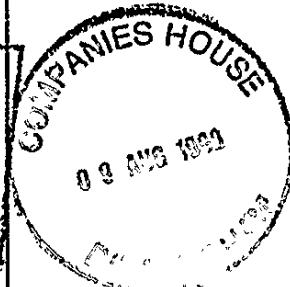
Time critical reference

For official use

Mortgage section



Post room



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

- (a) by way of legal mortgage all the freehold and leasehold property of the Company the title to which is registered at H.M. Land Registry together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon;
- (b) 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) together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon;
- (c) by way of first fixed charge all future freehold and leasehold property of the Company together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon and all the goodwill and uncalled capital for the time being of the Company;
- (d) by way of first fixed charge all book debts and other debts now and from time to time due or owing to the Company (during the continuance of this security the Company shall pay into the Company's account with the Bank all moneys which it may receive in respect of the book debts and other debts hereby charged and shall not without the prior consent of the Bank in writing purport to charge or assign the same in favour of any other person and shall if called upon to do so by the Bank execute a legal assignment of such book debts and other debts to the Bank);
- (e) by way of a first floating charge all other the undertaking and assets of the Company whatsoever and wheresoever both present and future but so that the Company is not to be at liberty to create any mortgage or charge upon and so that no lien shall in any case or in any manner arise on or affect any part of the said premises either in priority to or *pari passu* with the charge hereby 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 premises except by way of sale in the ordinary course of its business.

Particulars as to commission, allowance or discount

FOR BARCLAYS BANK PLC

Signed

Date - 3 AUG 1990

Designation of position in relation to the company: **MANAGER
COMPANY AND CREDIT INFORMATION SERVICES**



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 30th JULY 1990
and created by BADGERLINE HOLDINGS LIMITED

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

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 9th AUGUST 1990

Given under my hand at the Companies Registration Office,
Cardiff the 15th AUGUST 1990

No. 2029363

A handwritten signature in dark ink, appearing to read 'M. A. Smith'.

M. A. SMITH

an authorised officer

C.69a

Dx

15/8

D.P.W.



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
(Address overleaf - Note 5)

For official use

Company number

[15]

2029363

Name of company

* Badgerline Holdings Limited ("the Chargor")

* insert full name
of company

Date of creation of the charge

15 May 1992

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

Charge over Deposit ("the Charge over Deposit") between the Chargor (1)
and Hill Samuel Bank Limited ("the Bank") (2)

Amount secured by the mortgage or charge

All present and future obligations and liabilities of the Chargor to the Bank from time to time under a facilities agreement dated 12 April 1990 made between the Chargor (1) and the Bank (2) as amended by a supplemental facilities agreement dated 15 May 1992 (together "the Loan Agreement"), the debenture dated 15 May 1992 made between Badgerline Buses Limited (1) and the Bank (2), the Charge over Deposit, the composite guarantee dated 13 May 1992 made between Badger Brakes Limited and others (1) and the Bank (2), the various mortgages, debentures, charges and other security documents previously executed by certain companies listed in Parts 1, 2 and 3 of Schedule 5 of the Loan Agreement and each of the Chargor's Subsidiaries (as defined by S.736 of the Companies Act 1985 (as amended) and "Group Company" means any of them) from time to time in favour of the Bank all as more particularly described in Schedule 4 of the Loan Agreement and such other security

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

Hill Samuel Bank Limited

100 Wood Street

LONDON

Postcode

EC2P 2AJ

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

Travers Smith Braithwaite
10 Snow Hill
LONDON EC1 2AL

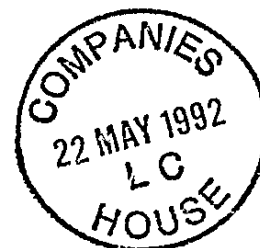
Ref. JLB/NFW

For official Use
Mortgage Section

REGISTERED

22 MAY 1992

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

The Charge over Deposit contains charges:-

A) by way of assignment by way of security all the Chargor's right, title and interest in the blocked deposit account opened and maintained with the Bank, or such other bank as the Bank may from time to time specify into which the Chargor will deposit sums by way of cash collateral in accordance with the terms of clause 6 of the Loan Agreement ("the Cash Deposit Account") and the blocked deposit account opened and maintained by the Chargor with the Bank, or such other bank as the Bank may from time to time specify, into which the Chargor will deposit sums by way of cash collateral in accordance with the terms of clause 10.2 of the Loan Agreement ("the Guarantee Deposit Account") and the amount from time to time standing to the credit of the Cash Deposit Account and all rights accruing in respect of the Cash Deposit Account ("the Cash Deposit") and the amount from time to time standing to the credit of the Guarantee Deposit Account and all rights accruing in respect of the Guarantee Deposit Account ("the Guarantee Deposit"); and

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 Travis David Buchanan Date 21st May 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", "Debtenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- 5 The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF4 3UZ

**Particulars of a charge
(continued)**

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

Company number

2029363

Name of company

Badgerline Holdings Limited ("the Chargor")

limited*

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

Amount due or owing on the charge (continued)

Please do not
write in this
binding margin

documents as may from time to time be entered into by any Group Company at the request of the Bank pursuant to the Loan Agreement or any other security document granted as security for the Chargor's obligations to the Bank ("the Security Documents"), to which the Chargor is a party or on any other account whatsoever.

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

Names and addresses of the persons entitled to the charge (continued).

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

(B) over all the Chargor's right, title and interest in the blocked deposit account with the Bank and in the name of the Bank ("the Prepayment Deposit Account") into which forthwith upon the completion of the sale or disposal of any of the freehold and leasehold properties of the Chargor and certain Group Companies as more particularly described in Schedule 3 of the Loan Agreement and such other property as may from time to time be acquired by any Group Company but excluding any such properties as may subsequently be disposed of by such Group Company ("the Properties"), the Chargor shall (or, as the case may be, shall procure that the relevant Group Company selling or disposing of such property shall) pay to the Bank to be credited to the Prepayment Deposit Account an amount equal to one hundred per cent (100%) of the proceeds of such sale or disposal (net of reasonable provision for any tax and reasonable disposal costs in respect thereof and for the discharge of any prior encumbrance on the relevant Property), or such lesser percentage or with such deductions as the Bank may agree in writing and over the amount from time to time standing to the credit of the Prepayment Deposit Account and all rights accruing in respect of the Prepayment Deposit Account ("the Prepayment Deposit").

The Charge over Deposit contains undertakings, inter alia, by the Chargor that it will not, without the prior written consent of the Bank, create any mortgage, pledge, lien, charge or other security over and has not otherwise encumbered, assigned or transferred and will not otherwise encumber, assign or transfer, the whole or any part of its right, title or interest in or to the Cash Deposit Account, the Guarantee Deposit Account and the Prepayment Deposit Account or the Cash Deposit, the Guarantee Deposit and the Prepayment Deposit except by the Security Documents in favour of the Bank.

The charges and assignments created or effected by Charge over Deposit are expressly made to secure present and future advances.



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 15th MAY 1992
and created by BADGERLINE HOLDINGS LIMITED

for securing all moneys due or to become due from the Company to HILL
SAMUEL BANK LIMITED under the terms of THE LOAN AGREEMENT AND THE
SECURITY DOCUMENTS

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 22nd MAY 1992

Given under my hand at the Companies Registration Office,
Cardiff the 29th MAY 1992

No. 2029363

P. Howells

T. HOWELLS
an authorised officer

LC

C.69

MC

M

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

403

Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

52926

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

To the Registrar of Companies
(Address overleaf)

MBV

For official use

Company number

[1][1][8]

2029363

Name of company

* BADGERLINE HOLDINGS LIMITED

* Insert full name
of company

I, James McLaughlin

of Badge Manor, Edingworth, Weston Super Mare, Avon, BS24 0JA

† delete as
appropriate

[a director] [the secretary] [the administrator] [the administrative receiver] of the above company, do

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

solemnly and sincerely declare that the debt for which the charge described below was given has been

paid or satisfied in [full] [part] ~~XXXXXX~~

Date and Description of charge 23 September 1985

Date of Registration 8 October 1986

Name and address of [chargee] [trustee for the debenture holders] the National Bus Company
c/o The Department of Transport, 2 Marsham Street, London SW1P 3EB

§ the date of
registration may be
confirmed from the
certificate

Short particulars of property charged all the present and future property of the
Company

§ Insert brief
details of
property

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 Castleside, Bristol

Declarant to sign below

Marsh House

Marsh Street Bristol

the 26th day of June

one thousand nine hundred and 92

before me H. B. Bay

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

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

BURGES SALMON,
SOLICITORS,
NARROW QUAY HOUSE,
PRINCE STREET,
BRISTOL,
BS1 4AH

SEMR/RTWJ

For official use
REGISTERED

27 JUN 1992

Post room

COMPANIES

27 JUN 1992

HOUSE

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

403a

Pursuant to section 403(1) of the Companies Act 1985

To the Registrar of Companies
(Address overleaf)

For official use

Company number

2029363 E

Name of company

* Badgerline Holdings Limited

I, David Ward

of 27 Cotham Grove, Bristol BS6

~~I, director~~ (the secretary) ~~the administrator~~ ~~the administrative receiver~~ 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] *x

Date and Description of charge: 24th September 1986 Mortgage

Date of Registrations 1st October 1986

Name and address of [chargee] ~~trustee for the debenture holders~~ National Bus Company
Buckingham Place Road, London

Short particulars of property charged: Manvers Street, Bath, Avon

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 NARROW QUAY HOUSE,
PRINCE STREET, BRISTOL

Declarant to sign below

the 15TH day of JULY
one thousand nine hundred and 93
before me T. J. Jones

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

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

For official Use
Mortgage Section

19 JUL 1993

Post room

19 JUL 1993

M

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

403a

(3)

5295C

Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

To the Registrar of Companies
(Address overleaf)

For official use

Company number

[] [] [] [] [] [] [] []

2029363

Name of company

* BADGERLINE HOLDINGS LIMITED

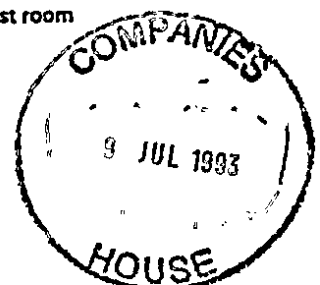
I, David Wardof 27 Cotham Grove, Bristol, BS6~~I, the director (the secretary) (the administrator) (the administrative receiver) of the above company, do~~solemnly and sincerely declare that the debt for which the charge described below was given has been
paid or satisfied in [full] [part] ~~XXXX~~Date and Description of charge 24th September 1986 MortgageDate of Registrations 1st October 1986Name and address of [chargee] ~~(trustee for the debenture holders)~~ National Bus CompanyBuckingham Place Road, LondonShort particulars of property charged 5 Kensington Garage, London Road, BathAnd 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 NARROW QUAY HOUSE,

Declarant to sign below

PRINCE STREET, BRISTOLthe 15th day of JULYone thousand nine hundred and 95before me T. R. JonesA Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for OathsPresenter's name address and
reference (if any): HMKBURGES SALMON,
SOLICITORS,
NARROW QUAY HOUSE,
PRINCE STREET,
BRISTOL,
BS1 4AHFor official Use
Mortgage Section

19 JUL 1993

Post room



M

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

403a

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Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

To the Registrar of Companies
(Address overleaf)

For official use

Company number

2029363

Name of company

BADGERLINE HOLDINGS LIMITED

Insert full name
of companyI, David Ward
of 27 Cotham Grove, Bristol, BS6delete as
appropriate

~~I, the secretary, the administrator, the administrative receiver or~~
solemnly and sincerely declare that the debt for which the charge described below was given has been
paid or satisfied in [full] ~~part~~

Date and Description of charge 23rd September 1986 Legal MortgageDate of Registration 9th October 1986Name and address of [chargee] ~~or the debenture holders~~ National Westminster
Bank Plc. LondonShort particulars of property charged 5 Bath Bus Station, Manvers Street, Bath

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 NARROW QUAY HOUSE,
PRINCE STREET, BRISTOL.

Declarant to sign below

the 15th day of JULY
one thousand nine hundred and 93
before me T. J. Jones

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

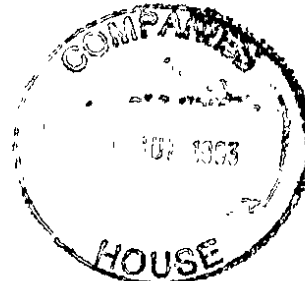
20/7
Presenter's name address and
reference (if any): HMK

BURGES CALMCM,
SOLICITORS,
NARROW QUAY HOUSE,
PRINCE STREET,
BRISTOL.

For official Use
Mortgage Section

19 JUL 1993

Post room



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

403a

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5297C

Pursuant to section 403(1) of the Companies Act 1985

To the Registrar of Companies
(Address overleaf)

For official use

Company number

[] [] [] []

2029363

Name of company

* BADGERLINE HOLDINGS LIMITED

I, David Ward

of 27 Cotham Grove, Bristol, BS6

(a director) (the secretary) (the administrator) (the administrative receiver) 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]

Date and Description of charge 23rd September 1985 Mortgage

Date of Registrations 9th October 1986

Name and address of [chargee] (trustee for the debenture holders) National Westminster Bank plc

Short particulars of property charged London Road, Bath, Avon

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 NARROW QUAY HAVEN, PRINCE STREET, BRISTOL

Declarant to sign below

the 15th day of JULY one thousand nine hundred and 93 before me T. R. S. J. K.

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

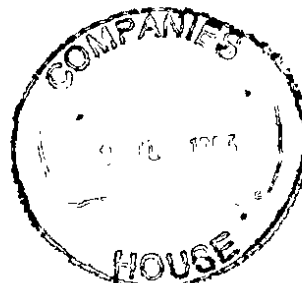
Presenter's name address and reference (if any): Ref: HMK

For official Use

Mortgage Section

19 JUL 1993

Post room



WIDGIE CAMB
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M

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

403a

13

5298c

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
(Address overleaf)

For official use

Company number

□ □ □ □

2029363

* Insert full name
of company

Name of company

* BADGERLINE HOLDINGS LIMITED

* delete as
appropriate

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

o the date of
registration may be
confirmed from the
certificate

§ Insert brief
details of
property

I, David Ward

of 27 Cotham Grove, Bristol, BS6

~~(a director)~~ ~~(the secretary)~~ ~~(the administrator)~~ ~~(the administrative receiver)~~ 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]~~

Date and Description of charge: 2nd July 1990 Legal Charge

Date of Registrations 20th July 1990

Name and address of ~~[chargee]~~ ~~[trustee for the debenture holders]~~ M J Osborne & others

Short particulars of property charged: Shares in Wessex of Bristol Limited

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 NAG and QUAY HOUSE,
PAINTER STREET, LONDON

Declarant to sign below

the 15th day of JULY
one thousand nine hundred and 93
before me T. J. Hughes

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

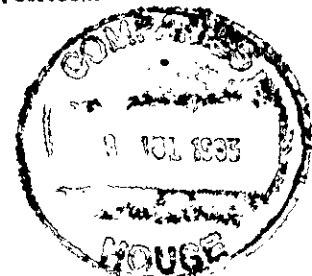
Presentor's name address and
reference (if any): HMK

HUGHES SALMON,
SOLICITORS,
NAG & QUAY HOUSE,
PAINTER STREET,
BRISTOL,
GLASGOW

For official Use
Mortgage Section

19 JUL 1993

Post room





5254C

403a

Pursuant to section 403(1) of the Companies Act 1985

Company number

Handwritten signature: *[Signature]*

2029363

Name of company

*Badgerline Group plc

- I, James McLaughlin

of Singing River, Folly Lane, Shipham, Winscombe, Avon BS25 1TE

- [a director] ~~XXXXXXXXXX~~ ~~XXXXXXXXXXXX~~ ~~XXXXXXXXXXXXXXXXXXXX~~ 1 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~~ 1

Date and Description of charge 224 September 1986 Legal Charge

Date of Registration 31 October 1986

Name and address of [chargee] ~~XXXXXX XXXXX XXXXX XXXXX~~ Hill Samuel Bank Limited
100 Wood Street, London, EC2P 2AJ

- Short particulars of property charged 4 Company's right, title and interest in
bus station & premises at Marlborough St. Bristol, Avon

- 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 - **14, 15 & 16, JAY HOUSE,**
PRINCE STREET,
BRISTOL.
BS1 4AH

Declarant to sign below

the 18 day of August
one thousand nine hundred and Ninety Four
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~~

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

Burges Salmon
Narrow Quay House
Prince Street
Bristol BS1 4AH
BTJ/RAB/7602.109 (02)

For official Use
Mortgage Section

Post room

Companies M403a

XIOS Systems (0753) 680768

M


5255C

403a

Pursuant to section 403(1) of the Companies Act 1985

Company number

*Badgerline Group plc


 A35 ■AXCSU3YN■ 199
 COMPANIES HOUSE 20/08/94

M

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

5256C

403a

Please do not
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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



2029363

Name of company

*Badgerline Group plc

* insert full name
of company

1 Delete as appropriate

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

1, James McLaughlin
of Singing River, Folly Lane, Shipham, Winscombe, Avon BS25 1TE

[a director] [the secretary] [the auditor] [this agent] [an authorized person], I 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) ~~(XX)~~)

Date and Description of charge 15 March 1989 First Legal Charge

Date of Registration 35 April 1989

Name and address of [chargee] ~~XXXXXXXXXXXXXXXXXXXX~~ Hill Samuel Bank Limited
100 Wood Street, London, EC2P 2AJ

3 The date of registration may be confirmed from the certificate

Short particulars of property charged 4 Freehold land at Manor Farm, Edingworth,
Parish of East Brent

4 Insert brief details of property

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 **HARVEY QUAY HOUSE,**
PRINCE STREET,
BRISTOL.
BS1 4AH

Declarant to sign below

the 18 day of August
one thousand nine hundred and Ninety Four
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

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

Burges Salmon
Narrow Quay House
Prince Street
Bristol BS1 4AH
BTJ/RAB/7602.109(29)

**For official Use
Mortgage Section**

Page 19 of 19



M

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

5252C

403.

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

2029363

* insert full name
of company

Name of company

*Badgerline Group plc

1 Delete as appropriate

1. James McLaughlin

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

of Singing River, Folly Lane, Shipham, Winscombe, Avon BS25 1TE

[a director] [the secretary] [the auditor] [the chairman of the board] 1 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] 1

Date and Description of charge 12 April 1990 Mortgage Debenture

Date of Registration 3 25 April 1990

3 The date of registration may be confirmed from the certificate

Name and address of [chargee] ~~XXXXXXXXXXXXXXXXXXXX~~ Hill Samuel Bank Limited
100 Wood Street, London, EC2P 2AJ

Short particulars of property charged 4 Fixed and floating charges over under-
taking and all property and assets present and future

4 Insert brief details of property

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 --- PRINCE STREET, ---
BRISTOL.
BSI 1AH

Declarant to sign below

the 18 day of August
one thousand nine hundred and Ninety Five
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~~

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

Burges Salmon
Narrow Quay House
Prince Street
Bristol BS1 4AH
BTJ/RAB/7602.109 (06)

For official Use

Airpage Section

Nov 1997

A35 *AXCSR3YK* 187
COMPANIES HOUSE 20/08/94

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

6257C

403a

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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

02029363

* insert full name
of company

Name of company

*Badgerline Group plc

1 Delete as appropriate

J. James McLaughlin

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

of Singing River, Folly Lane, Shipham, Winscombe, Avon BS25 1TE

[a director] [XXXXXXXXXXXXXXXXXXXX] [XXXXXXXXXXXX] 1 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~~)

Date and Description of charge 230 July 1990 Debenture

Date of Registration 3⁹ August 1990

3 The date of registration may be confirmed from the certificate

Name and address of [chargee] ~~XXXXXXXXXXXXXXXXXXXX~~ Barclays Bank plc
54 Lombard Street, London, EC3P 3AA

Short particulars of property charged & Fixed and floating charges over the undertaking and all property and assets present and future

4 Insert brief details of property

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 **WARRLEY QUAY HOUSE,**
PRINCE STREET,
BRISTOL.
BS1 4AH

Declarant to sign below

the 18 day of Nov. 1884
one thousand nine hundred and Ninety Four
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

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

Burges Salmon
Narrow Quay House
Prince Street
Bristol BS1 4AH
BTJ/RAB/7602.109(44)

For official Use
Mortgage Section

A35 *AXC9Q3YJ* 186
COMPANIES HOUSE 20/08/94

M

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

52534

403a

Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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

15

2029363

* insert full name
of company

Name of company

*Badgerline Group plc

1 Delete as appropriate

J. James McLaughlin

of Singing River, Folly Lane, Shipham, Winscombe, Avon BS25 1TE

2 Insert a description of the instrument(s) creating or evidencing the charge, eg 'Mortgages', 'Charge', 'Debentures' etc.

[a director] ~~(the secretary)~~ ~~(the auditor or clerk)~~ ~~(the chairman)~~ ~~and one or each of~~ 1 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~~ 1

Date and Description of charge 215 May 1992 Charge

Date of Registration 3 23 May 1992

3 The date of registration may be confirmed from the certificate

Name and address of [chargee] ~~XXXXXX XXXXXXXX XXXXXXXX~~ H: 11 Samuel Bank Limited
100 Wood Street, London, EC2P 2AJ

Short particulars of property charged 4 All of the charges, right, title and interest in a blocked deposit account

4 Invert belief
details of
property

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 NEWBURY JAY HOUSE,

KNOW QUAY HOUSE,
PRINCE STREET,
BRISTOL. --
BS1 4AH

Declarant to sign below

the 18 day of

one thousand nine hundred and

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

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

Burges Salmon
Narrow Quay House
Prince Street
Bristol BS1 4AH
BTJ/RAB/7602.109(11)

For official Use

Mortgage Solutions

A35 *AXC9S3YL* 188
COMPANIES HOUSE 23/08/94