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CHFP041

Please do not
write in
this margin

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

* Insert full name
of company

COMPANIES FORM No. 395

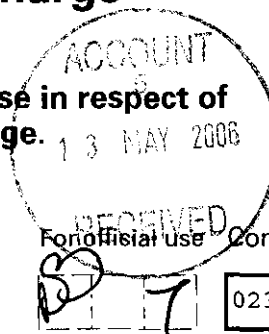
00400174/13

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

395

A fee of £10 is payable to Companies House in respect of
each register entry for a mortgage or charge.



To the Registrar of Companies

(Address overleaf - Note 6)

Name of company

* ARRIVA LONDON SOUTH LIMITED ✓

For official use Company number

02328467

Date of creation of the charge

10 May 2006 ✓

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

Mortgage

Amount secured by the mortgage or charge

06

All sums due.

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

Barclays Mercantile Business Finance Limited
Churchill Plaza, Churchill Way,
Basingstoke, Hampshire

Postcode RG21 7GP

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

HM Whitbourne
Legal Services
Barclays Mercantile
DX 3009
Basingstoke

Time critical reference

For official use

Mortgage section

Post room

A23
COMPANIES HOUSE698
13/05/2006

Short particulars of all the property mortgaged or charged

The items as listed on the Schedule attached together with all accessories and component parts and all improvements and renewals thereof together also with all books, manuals, handbooks, technical data, drawings, schedules and other documentation (or any amendments to them) belonging to the above items.

The mortgage contains a covenant by the company not to create or allow to arise in respect of the above items any mortgage, charge, pledge, lien or other encumbrance.

Please do not write in this margin

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

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Particulars as to commission allowance or discount (note 3)

NIL

Signed F.S.L.

Date 12th May 2006 ✓

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.
5. Cheques and Postal Orders are to be made payable to **Companies House**.
6. The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF4 3UZ.

SCHEDULE - THE GOODS

<u>CHASSIS</u>	<u>REG.NO.</u>	<u>CHASSIS</u>	<u>CHASSIS TYPE</u>	<u>BODYWORK</u>	<u>BODY TYPE</u>
11468	LJ 04 LDF	DAF	DB250	WRIGHTBUS	PULSAR GEMINI
11471	LJ 04 LDN	DAF	DB250	WRIGHTBUS	PULSAR GEMINI
11472	LJ 04 LDU	DAF	DB250	WRIGHTBUS	PULSAR GEMINI
11474	LJ 04 LGF	DAF	DB250	WRIGHTBUS	PULSAR GEMINI
11473	LJ 04 LDV	DAF	DB250	WRIGHTBUS	PULSAR GEMINI
11475	LJ 04 LGG	DAF	DB250	WRIGHTBUS	PULSAR GEMINI
11477	LJ 04 LGL	DAF	DB250	WRIGHTBUS	PULSAR GEMINI
11476	LJ 04 LGK	DAF	DB250	WRIGHTBUS	PULSAR GEMINI
11480	LJ 04 LGV	DAF	DB250	WRIGHTBUS	PULSAR GEMINI
11482	LJ 04 LGX	DAF	DB250	WRIGHTBUS	PULSAR GEMINI
11481	LJ 04 LGW	DAF	DB250	WRIGHTBUS	PULSAR GEMINI
11479	LJ 04 LGU	DAF	DB250	WRIGHTBUS	PULSAR GEMINI
11478	LJ 04 LGN	DAF	DB250	WRIGHTBUS	PULSAR GEMINI
11483	LJ 04 LGY	DAF	DB250	WRIGHTBUS	PULSAR GEMINI
11485	LJ 04 LFX	DAF	DB250	WRIGHTBUS	PULSAR GEMINI
11486	LJ 04 LFW	DAF	DB250	WRIGHTBUS	PULSAR GEMINI
003528	LJ 04 YXB	VOLVO	B7TL	ALEXANDER	ALX400
003526	LJ 04 YWZ	VOLVO	B7TL	ALEXANDER	ALX400
003527	LJ 04 YXA	VOLVO	B7TL	ALEXANDER	ALX400
003531	LJ 04 YWE	VOLVO	B7TL	ALEXANDER	ALX400
11487	LJ 04 LFX	DAF	DB250	WRIGHTBUS	PULSAR GEMINI
11484	LJ 04 LFU	DAF	DB250	WRIGHTBUS	PULSAR GEMINI
11488	LJ 04 LFY	DAF	DB250	WRIGHTBUS	PULSAR GEMINI
11493	LJ 04 LGE	DAF	DB250	WRIGHTBUS	PULSAR GEMINI
11492	LJ 04 LGD	DAF	DB250	WRIGHTBUS	PULSAR GEMINI
11490	LJ 04 LGA	DAF	DB250	WRIGHTBUS	PULSAR GEMINI
11491	LJ 04 LGC	DAF	DB250	WRIGHTBUS	PULSAR GEMINI
11494	LJ 04 LFG	DAF	DB250	WRIGHTBUS	PULSAR GEMINI
11489	LJ 04 LFZ	DAF	DB250	WRIGHTBUS	PULSAR GEMINI
11495	LJ 04 LFH	DAF	DB250	WRIGHTBUS	PULSAR GEMINI
11496	LJ 04 LFK	DAF	DB250	WRIGHTBUS	PULSAR GEMINI
12044	LJ54 BFX	DAF	DB250	WRIGHTBUS	PULSAR GEMINI
12042	LJ54 BFU	DAF	DB250	WRIGHTBUS	PULSAR GEMINI
12043	LJ54 BFV	VDL BUS	DB250	WRIGHTBUS	PULSAR GEMINI
12045	LJ54 BFY	VDL BUS	DB250	WRIGHTBUS	PULSAR GEMINI
12046	LJ54 BFZ	VDL BUS	DB250	WRIGHTBUS	PULSAR GEMINI
12048	LJ54 BGF	VDL BUS	DB250	WRIGHTBUS	PULSAR GEMINI
12047	LJ54 BGE	VDL BUS	DB250	WRIGHTBUS	PULSAR GEMINI
12049	LJ54 BGK	VDL BUS	DB250	WRIGHTBUS	PULSAR GEMINI
12041	LJ54 BFP	VDL BUS	DB250	WRIGHTBUS	PULSAR GEMINI
104789	LJ05 BMO	VOLVO	B7TL	ALEXANDER	ALX400
104788	LJ05 BLZ	VOLVO	B7TL	ALEXANDER	ALX400
104691	LJ05 BLX	VOLVO	B7TL	ALEXANDER	ALX400
104690	LJ05 BLV	VOLVO	B7TL	ALEXANDER	ALX400
104675	LJ05 BLN	VOLVO	B7TL	ALEXANDER	ALX400
104649	LJ05 BLK	VOLVO	B7TL	ALEXANDER	ALX400

x3
95

104604	LJ05 BLF	VOLVO	B7TL	ALEXANDER	ALX400
104603	LJ05 BKZ	VOLVO	B7TL	ALEXANDER	ALX400
104602	LJ05 BKY	VOLVO	B7TL	ALEXANDER	ALX400
104808	LJ05 BKK	VOLVO	B7TL	ALEXANDER	ALX400
104807	LJ05 BKG	VOLVO	B7TL	ALEXANDER	ALX400
104806	LJ05 BKF	VOLVO	B7TL	ALEXANDER	ALX400
104791	LJ05 BKD	VOLVO	B7TL	ALEXANDER	ALX400
104790	LJ05 BMU	VOLVO	B7TL	ALEXANDER	ALX400
12429	LJ05 BKA	VDL	DB250	WRIGHTBUS	PULSAR GEMINI 10.3
12427	LJ05 BJZ	VDL	DB250	WRIGHTBUS	PULSAR GEMINI 10.3
12460	LJ05 BHY	VDL	DB250	WRIGHTBUS	PULSAR GEMINI 10.3
12430	LJ05 BJY	VDL	DB250	WRIGHTBUS	PULSAR GEMINI 10.3
12428	LJ05 BJX	VDL	DB250	WRIGHTBUS	PULSAR GEMINI 10.3
11964	LJ05 BJV	VDL	DB250	WRIGHTBUS	PULSAR GEMINI 10.3
104811	LJ05 BKO	VOLVO	B7TL	ALEXANDER	ALX400
104810	LJ05 BKN	VOLVO	B7TL	ALEXANDER	ALX400
104823	LJ05 BKV	VOLVO	B7TL	ALEXANDER	ALX400
12432	LJ05 BHL	VDL	DB250	WRIGHTBUS	PULSAR GEMINI 10.3
12458	LJ05 BMZ	VDL	DB250	WRIGHTBUS	PULSAR GEMINI 10.3
12431	LJ05 BHX	VDL	DB250	WRIGHTBUS	PULSAR GEMINI 10.3
12457	LJ05 BHO	VDL	DB250	WRIGHTBUS	PULSAR GEMINI 10.3
105057	LJ05 BJK	VOLVO	B7TL	ALEXANDER	ALX400
104809	LJ05 BKL	VOLVO	B7TL	ALEXANDER	ALX400
104822	LJ05 BKU	VOLVO	B7TL	ALEXANDER	ALX400
105056	LJ05 BJF	VOLVO	B7TL	ALEXANDER	ALX400
104977	LJ05 BJE	VOLVO	B7TL	ALEXANDER	ALX400
104976	LJ05 BKX	VOLVO	B7TL	ALEXANDER	ALX400
12459	LJ05 BHP	VDL	DB250	WRIGHTBUS	PULSAR GEMINI 10.3
105072	LJ05 BJU	VOLVO	B7TL	ALEXANDER	ALX400
105058	LJ05 BJO	VOLVO	B7TL	ALEXANDER	ALX400
12462	LJ05 BHZ	VDL	DB250	WRIGHTBUS	PULSAR GEMINI 10.3
12456	LJ05 BHN	VDL	DB250	WRIGHTBUS	PULSAR GEMINI 10.3
12463	LJ05 BNA	VDL	DB250	WRIGHTBUS	PULSAR GEMINI 10.3
12468	LJ05 BND	VDL	DB250	WRIGHTBUS	PULSAR GEMINI 10.3
12469	LJ05 BHW	VDL	DB250	WRIGHTBUS	PULSAR GEMINI 10.3
12455	LJ05 BNE	VDL	DB250	WRIGHTBUS	PULSAR GEMINI 10.3
12461	LJ05 BHU	VDL	DB250	WRIGHTBUS	PULSAR GEMINI 10.3
12467	LJ05 BHV	VDL	DB250	WRIGHTBUS	PULSAR GEMINI 10.3
12464	LJ05 BNB	VDL	DB250	WRIGHTBUS	PULSAR GEMINI 10.3
12466	LJ05 BNK	VDL	DB250	WRIGHTBUS	PULSAR GEMINI 10.3
12471	LJ05 GKY	VDL	DB250	WRIGHTBUS	PULSAR GEMINI 10.3
12473	LJ05 GLF	VDL	DB250	WRIGHTBUS	PULSAR GEMINI 10.3
12476	LJ05 GKZ	VDL	DB250	WRIGHTBUS	PULSAR GEMINI 10.3
12474	LJ05 GKX	VDL	DB250	WRIGHTBUS	PULSAR GEMINI 10.3
12472	LJ05 BNL	VDL	DB250	WRIGHTBUS	PULSAR GEMINI 10.3
12475	LJ05 BNF	VDL	DB250	WRIGHTBUS	PULSAR GEMINI 10.3
12433	LJ05 BMV	VDL	DB250	WRIGHTBUS	PULSAR GEMINI 10.3
12477	LJ05 GLV	VDL	DB250	WRIGHTBUS	PULSAR GEMINI 10.3
12465	LJ05 GLY	VDL	DB250	WRIGHTBUS	PULSAR GEMINI 10.3
12426	LJ05 BMY	VDL	DB250	WRIGHTBUS	PULSAR GEMINI 10.3
12470	LJ05 GLK	VDL	DB250	WRIGHTBUS	PULSAR GEMINI 10.3

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02328467

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE DATED THE 10th MAY 2006 AND CREATED BY ARRIVA LONDON SOUTH LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS MERCANTILE BUSINESS FINANCE LIMITED WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 13th MAY 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15th MAY 2006.

DX er



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —