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COMPANIES FORM NO. 395

Particulars of a mortgage or charge

A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

395

CHFP025

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 6)

For official use

8

Company number

2328467

132154/13

Name of company

Arriva London South Limited (the 'Mortgagor')

*Insert full name
of Company

Date of creation of the charge

23 November 2006

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

Mortgage executed by the Mortgagor in favour of ING Lease (UK) Limited (the 'Mortgagee'), (the 'Mortgage').

Amount secured by the mortgage or charge

All monies and liabilities which shall for the time being (and whether on or at any time after demand by the Mortgagee) be due owing or incurred to the Mortgagee by the Mortgagor under the guarantee and indemnity agreement dated on or about 23 November 2006 made between Arriva plc, (Company Number 347103), ('Arriva'), and various subsidiaries (including the Mortgagor) and the Mortgagee.

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

ING Lease (UK) Limited

Red Central, 60 High Street, Redhill

Surrey

Postcode

RH1 1NY

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

Our Ref: MARTAL 265062/166
Addleshaw Goddard LLP
100 Barbirolli Square
Manchester M2 3AB

Time critical reference

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

With full title guarantee the Mortgagor mortgages and charges to the Mortgagee all of its right, title and interest in the goods, particulars of which are set out in the schedule to the Mortgage (a copy of which is attached to this form 395) and all component parts, accessories, improvements and any replacements in the event of an actual or constructive or compromised or agreed or arranged total loss together with all manuals, handbooks and other documentation and any amendments to them relating to the Goods together with the benefit of warranties given by the manufacturer or supplier or any other party in relation to the Goods in favour of the Mortgagor (the '**Goods**') and any lease agreement in respect of the Goods.

The Mortgagor shall not sell, transfer, demise, let on hire or otherwise part with possession of the Goods or create or allow to arise any other mortgage, charge, pledge, lien or other encumbrance in the Goods, save that the Mortgagor and APS (Leasing) Limited, (Company Number 3943276) may let the Goods on hire or part with possession of the Goods to any company registered in the UK whose ultimate holding company is Arriva.

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

Nil

Signed

AS

Date

30/11/06

On behalf of [mortgagee/chargee]

Please do not
write in
this margin

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

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

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.
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:
- 3 (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, DX: 33050 Cardiff

†delete as
appropriate

Page 2

SCHEDULE - THE GOODS

<u>CHASSIS</u>	<u>REG.NO.</u>	<u>CHASSIS</u>	<u>CHASSIS TYPE</u>	<u>BODYWORK</u>	<u>BODY TYPE</u>
98377	LJ05 GOP	DENNIS	DART	ALEXANDER	10.1M POINTER
98378	LJ05 GOU	DENNIS	DART	ALEXANDER	10.1M POINTER
98379	LJ05 GOX	DENNIS	DART	ALEXANDER	10.1M POINTER
98380	LJ05 GPF	DENNIS	DART	ALEXANDER	10.1M POINTER
98375	LJ05 GPK	DENNIS	DART	ALEXANDER	10.1M POINTER
98381	LJ05 GPO	DENNIS	DART	ALEXANDER	10.1M POINTER
98382	LJ05 GPU	DENNIS	DART	ALEXANDER	10.1M POINTER
108795	LJ55 BTO	VOLVO	B7TL	10.2M	ALX400
108796	LJ55 BTU	VOLVO	B7TL	10.2M	ALX400
108797	LJ55 BTV	VOLVO	B7TL	10.2M	ALX400
108812	LJ55 BTX	VOLVO	B7TL	10.2M	ALX400
108928	LJ55 BTZ	VOLVO	B7TL	ALEXANDER	ALX400
109163	LJ55 BUA	VOLVO	B7TL	ALEXANDER	ALX400
109164	LJ55 BUE	VOLVO	B7TL	ALEXANDER	ALX400
109165	LJ55 BPZ	VOLVO	B7TL	ALEXANDER	ALX400
109197	LJ55 BRV	VOLVO	B7TL	ALEXANDER	ALX400
109198	LJ55 BRX	VOLVO	B7TL	ALEXANDER	ALX400
109199	LJ55 BRZ	VOLVO	B7TL	ALEXANDER	ALX400
109200	LJ55 BSO	VOLVO	B7TL	ALEXANDER	ALX400
109201	LJ55 BSU	VOLVO	B7TL	ALEXANDER	ALX400
109202	LJ55 BSV	VOLVO	B7TL	ALEXANDER	ALX400
108927	LJ55 BTY	VOLVO	B7TL	ALEXANDER	ALX400
109687	LJ55 BSY	VOLVO	B7TL	ALEXANDER	ALX400
109688	LJ55 BSZ	VOLVO	B7TL	ALEXANDER	ALX400
109689	LJ55 BVP	VOLVO	B7TL	ALEXANDER	ALX400
109239	LJ55 BSX	VOLVO	B7TL	ALEXANDER	ALX400
109690	LJ55 BVR	VOLVO	B7TL	ALEXANDER	ALX400
109705	LJ55 BVS	VOLVO	B7TL	ALEXANDER	ALX400
109773	LJ55 BVT	VOLVO	B7TL	ALEXANDER	ALX400
109774	LJ55 BVU	VOLVO	B7TL	ALEXANDER	ALX400
109775	LJ55 BVV	VOLVO	B7TL	ALEXANDER	ALX400
109966	LJ55 BVW	VOLVO	B7TL	ALEXANDER	ALX400
110026	LJ55 BVX	VOLVO	B7TL	ALEXANDER	ALX400
110027	LJ55 BVY	VOLVO	B7TL	ALEXANDER	ALX400
110149	LJ55 BVZ	VOLVO	B7TL	ALEXANDER	ALX400
110150	LJ55 BVD	VOLVO	B7TL	ALEXANDER	ALX400
110151	LJ55 BVE	VOLVO	B7TL	ALEXANDER	ALX400
109819	LJ55 BVF	VOLVO	B7TL	ALEXANDER	ALX400
109880	LJ55 BVG	VOLVO	B7TL	ALEXANDER	ALX400
109881	LJ55 BVH	VOLVO	B7TL	ALEXANDER	ALX400
109882	LJ55 BVK	VOLVO	B7TL	ALEXANDER	ALX400
109924	LJ55 BVL	VOLVO	B7TL	ALEXANDER	ALX400
109925	LJ55 BVM	VOLVO	B7TL	ALEXANDER	ALX400

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 23rd NOVEMBER 2006 AND CREATED BY ARRIVA LONDON SOUTH LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ING LEASE (UK) LIMITED UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 2nd DECEMBER 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th DECEMBER 2006.

A handwritten signature in black ink, appearing to be 'R. R.' or similar.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES