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write in
this marginPlease complete
legibly, preferably
in black type, or
bold block lettering* insert full name
of Company

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.

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

Name of company

* ABBEY ROAD TANKS LTD

Date of creation of the charge

21ST JULY 2006

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

FIXED CHARGE (THE "CHARGE") DATED 21ST JULY 2006 EXECUTED BY THE
COMPANY IN FAVOUR OF RBS INVOICE FINANCE LIMITED (THE "SECURITY HOLDER").

Amount secured by the mortgage or charge

THE COMPANY WILL (1) ON DEMAND FULLY DISCHARGE BY PAYMENT TO THE SECURITY
HOLDER, WITHOUT ANY DEDUCTION OR SET-OFF, ALL OR ANY MONETARY LIABILITIES
INCLUDED IN THE OBLIGATIONS (AS DEFINED BELOW) AND (2) DULY PERFORM ALL THE
OBLIGATIONS OTHER THAN MONETARY LIABILITIES.IN THIS FORM M395, "OBLIGATIONS" MEANS ALL MONETARY AND OTHER LIABILITIES AND
OBLIGATIONS NOW OR AT ANY TIME OWED OR INCURRED BY THE COMPANY TO OR IN
FAVOUR OF THE SECURITY HOLDER, PRESENT OR FUTURE, ACTUAL OR CONTINGENT,
LIQUIDATED OR UNLIQUIDATED, WHETHER ARISING IN OR BY CONTRACT, TORT,
RESTITUTION, ASSIGNMENT OR BREACH OF STATUTORY DUTY AND WHETHER ARISING
UNDER A FACTORING AGREEMENT MADE BETWEEN THE COMPANY AND THE SECURITY
HOLDER (THE "AGREEMENT") OR OTHERWISE.

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

RBS INVOICE FINANCE LIMITED

SMITH HOUSE, ELMWOOD AVENUE,

FELTHAM, MIDDLESEX.

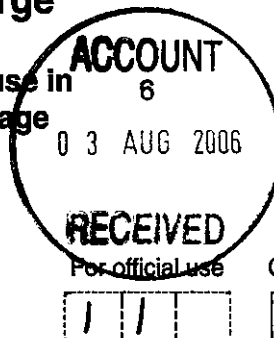
Postcode TW13 7QD

Presenter's name address and
reference (if any) :RBS INVOICE FINANCE LIMITED
3RD FLOOR,
1 SPINNINGFIELDS SQUARE,
MANCHESTER M3 3AP.

Time critical reference

For official Use (02/06)
Mortgage Section

Post room

A11
COMPANIES HOUSE*ADGMCHN5* 419
03/08/20060400098
395

Company number

02484251

Short particulars of all the property mortgaged or charged

THE COMPANY WITH TITLE GUARANTEE CHARGES IN FAVOUR OF THE SECURITY HOLDER
THE FOLLOWING PRESENT AND FUTURE ASSETS:

- (a) BY WAY OF FIXED EQUITABLE CHARGE ALL PURCHASED DEBTS (AS DEFINED BELOW);
- (b) BY WAY OF FIXED EQUITABLE CHARGES ALL RELATED RIGHTS (AS DEFINED BELOW) PERTAINING TO THE PURCHASED DEBTS CHARGED BY PARAGRAPH (a) ABOVE;
- (c) BY WAY OF FLOATING CHARGE ALL OTHER DEBTS;
- (d) BY WAY OF FLOATING CHARGE ALL RELATED RIGHTS PERTAINING TO THE OTHER DEBTS CHARGED BY PARAGRAPH (c) ABOVE; AND
- (e) BY WAY OF FLOATING CHARGE THE PROPERTY, ASSETS AND RIGHTS OF THE COMPANY REFERRED TO IN PARAGRAPHS (a) AND (b) ABOVE AND INsofar AS THE CHARGES THEREIN CONTAINED SHALL FOR ANY REASON BE INEFFECTIVE AS FIXED CHARGES.
- IN THIS FORM M395, THE FOLLOWING WORDS SHALL HAVE THE FOLLOWING MEANINGS:

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in black type, or
bold block lettering

Particulars as to commission allowance or discount (note 3)

NONE

Signed

Date 1/8/2006

On behalf of [company/mortgagee/chargee]†

RBS INVOICE FINANCE LTD

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

† 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.
- 5 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. 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 CF14 3UZ

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binding margin

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

Particulars of a mortgage or 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

02484251

Name of company

ABBEY ROAD TANKS LTD

Limited *

* delete if
inappropriate

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

"Other Debts" means all indebtedness now or at anytime afterwards owing or becoming due to the Company on any account or in any manner whatsoever (together with the Related Rights pertaining thereto) except (i) the Purchased Debts and except (ii) any debt fully and effectively vesting in the Security Holder pursuant to the Agreement;

"Purchased Debts" means any Debt (as defined in the Agreement, together with its Related Rights) purchased or purported to be purchased by the Security Holder pursuant to the Agreement, which either (i) fails to vest absolutely and effectively in the Security Holder for any reason or (ii) is found to vest in the Security Holder by way of security; and

"Related Rights" shall have the meaning attributed to it in the Agreement but so that the references to a "Debt" and to a "Sale Contract" in or in connection with such definition shall (whether the context so requires) additionally include respectively reference to an "Other Debt" and to any contract giving rise to an Other Debt.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02484251

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FIXED CHARGE DATED THE 21st JULY 2006 AND CREATED BY ABBEY ROAD TANKS LTD FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO RBS INVOICE FINANCE LIMITED ON ANY ACCOUNT WHATSOEVER 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 3rd AUGUST 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th AUGUST 2006.

p. a



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES