

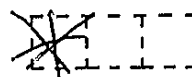
M**395****Particulars of a mortgage or charge**Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number:



2561237

Name of company

* SMB (BARNSTAPLE) LIMITED

Date of creation of the charge

11 June 1991

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

FLOATING CHARGE

Amount secured by the mortgage or charge

FIRST to Lloyds Bowmaker Limited ("LB") for the payment to LB and discharge of all moneys and liabilities now or hereafter due from or owing or incurred by the Company to LB in any manner whatever and whether actually contingently alone or jointly with any other parties and whether as principal or surety (including without prejudice to the generality of the foregoing advances made credit or other financial assistance rendered and all liabilities on Bills of Exchange and promissory notes and other instruments and guarantees and indemnities and credit agreements and other obligations of all kinds and including obligations of the Company which may be assigned to LB and whether before or after the creation of this security and interest) AND

SECONDLY to any other company or companies from time to time in the Lloyds Bowmaker Finance Group for the payment to such company or companies and discharge of all moneys and liabilities now or hereafter due from or owing or incurred by the Company to such company or companies.

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

LLOYDS BOWMAKER LIMITED, HOLLAND HOUSE

OXFORD ROAD

BOURNEMOUTH

Postcode

BH8 8EZ

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

G J DALY
SOLICITOR
LLOYDS BOWMAKER LIMITED
FINANCE HOUSE
CHRISTCHURCH ROAD
BOURNEMOUTH BH1 3LG

For official use

Mortgage section

12 JUN 1991

Post room

COMPANIES HOUSE

12 JUN 1991

M

24

Time critical reference

12 JUN 1991

Short particulars of all the property mortgaged or charged

FIRST all the Company's present and future stock of used motor vehicles of whatsoever nature and all the Company's right title and interest therein ("Motor Vehicles");

SECONDLY all moneys from time to time payable under any insurances in respect of Motor Vehicles;

THIRDLY all debts from time to time owing to the Company in respect of the Motor Vehicles;

FOURTHLY all proceeds of sale from time to time of the Motor Vehicles;

FIFTHLY all goods from time to time purchased with such proceeds of sale;

AND SIXTHLY all goods given in exchange for the Motor Vehicles;

NOTE: The Charge prohibits the creation of any further charge or encumbrance affecting the property ranking pari passu with or in priority to the Charge without the prior written consent of Lloyds Bowmaker 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)

NONE

Signed

Date

11/1/91

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



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5010503

★ ★

Companies M395

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 11th JUNE 1991
and created by SMB (BARNSTAPLE) LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to LLOYDS BOWMAKER LIMITED

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 12th JUNE 1991

Given under my hand at the Companies Registration Office,
Cardiff the 19th JUNE 1991

No. 2561237

K F Thomas
K F THOMAS

an authorised officer

C.69a

*Post
19/6*

Jm



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

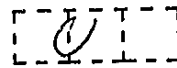
Please complete
legibly, preferably
in black type or
bold block
lettering

*Insert full name
of company

To the Registrar of Companies

WV M 18C

For official use Company number



2561237

Name of company

*SMB (BARNSTAPLE) LIMITED

Date of creation of the charge

21 JUNE 1991

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

DEBENTURE

Amount secured by the mortgage or charge

All monies owing by SMB (BARNSTAPLE) LIMITED to BMW FINANCE (GB) LIMITED together with interest and costs.

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

BMW FINANCE (GB) LIMITED

HOLLAND HOUSE

OXFORD ROAD, BOURNEMOUTH

Postcode

BH8 8EZ

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

Ms A Lax
BMW Finance (GB) Limited
Finance House
Orchard Brae
Edinburgh
EH4 1PF

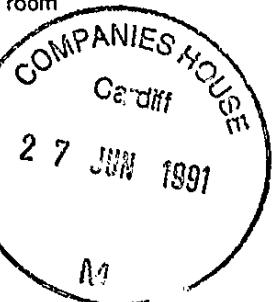
Time critical reference

For official use
Mortgage section

REGISTERED

27 JUN 1991

Post room



28 JUN 1991

Short particulars of all the property mortgaged or charged

All those monies which may from time to time be owing to SMB (BARNSTAPLE) LIMITED by BMW (GB) Limited in respect of refunds of monies paid by or by the direction of SMB (BARNSTAPLE) LIMITED to BMW (GB) Limited by way of deposit on the acquisition of motor vehicles on a consignment basis.

The Debenture provides that SMB (BARNSTAPLE) LIMITED shall not without the prior written consent of BMW Finance (GB) Limited create or permit to come into being any mortgage charge or assignment in respect of the monies assigned by the Debenture.

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



Date 21 JUNE 1991

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



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1985 Edition
5.89 F8728

5010503

Companies M395

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 21st JUNE 1991
and created by SMB (BARNSTAPLE) LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to BMW FINANCE (GB) LIMITED

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 27th JUNE 1991

Given under my hand at the Companies Registration Office,
Cardiff the 3rd JULY 1991

No. 2561237

A handwritten signature in cursive script, appearing to read 'M. M. Williams'.

M. M. WILLIAMS

an authorised officer

C.69a

Post
3/7
q/m

M

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

To the Registrar of Companies

For official use Company number

2561237

Name of company

SMB (BARNSTAPLE)

Limited

Date of creation of the charge

28th January 1992

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): 20-30-42

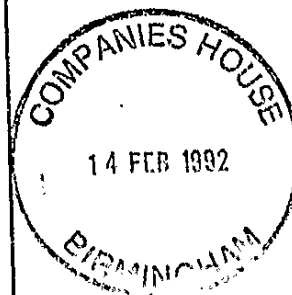
COMPANY AND CREDIT
INFORMATION SERVICES
BARCLAYS BANK PLC
P.O. BOX 120
LONGWOOD CLOSE
COVENTRY CV4 8JN

For official use
Mortgage section

REGISTERED

14 FEB 1992

Post room



Time critical reference

Short particulars of all the property mortgaged or charged (continued)

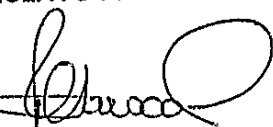
Please do not
write in this
margin

↓
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 whensoever 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

12 FEB 1992

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

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 28th JANUARY 1992
and created by SMB (BARNSTAPLE) 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 14th FEBRUARY 1992

Given under my hand at the Companies Registration Office,
Cardiff the 20th FEBRUARY 1992

No. 2561237

K F Thomas
K F THOMAS

an authorised officer

C.69a

L.C.

19.2.92



Particulars of a charge

395

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number



2561237

Name of company

SMB (BARNSTAPLE)

Limited

Date of creation of the charge

22nd April 1992

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

Legal Charge

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.

Short particulars of all the property mortgaged or charged

Garage Premises, Hollowtree Road, Barnstaple, Devon.

As comprised in a Lease dated 8th November 1991.

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

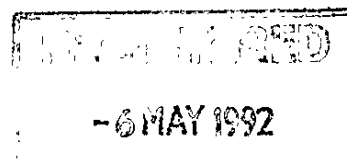
BARCLAYS BANK PLC

54 LOMBARD STREET
LONDON EC3P 3AH

Presentor's name, address and
reference (if any): 20-30-47

COMPANY AND CREDIT
INFORMATION SERVICES
BARCLAYS BANK PLC
P.O. BOX NO. 120, LONGWOOD CLOSE
WESTWOOD BUSINESS PARK
COVENTRY CV4 8JN

For official use
Mortgage section



Post room



Time critical reference

Particulars as to commission, allowance or discount

Please do not
write in this
margin



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

FOR BARCLAYS BANK PLC

Signed

Date 1 MAY 1992

MANAGER

Designation of position in relation to the company: 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 22nd APRIL 1992
and created by SMB (BARNSTAPLE) 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 6th MAY 1992

Given under my hand at the Companies Registration Office,
Cardiff the 12th MAY 1992

No. 2561237

an authorised officer

C.69a

11/12/5

De

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

S686C

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

Name of company

* **SMB (BARNSTAPLE) LIMITED**I, **GREGORY BIRCHMORE**of **AVENEL HOUSE, LONG BRAGG, TIVERTON EX16 5YQ**† 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‡ Insert a
description of the
instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.paid or satisfied in **[full]** ~~[part]~~†Date and Description of charge: **11th JUNE 1991 FLOATING CHARGE**Date of Registration: **12th JUNE 1991**Name and address of [chargee] ~~[trustee for the debenture holders]~~: **LLOYDS BOWMAKER
LIMITED, FINANCE HOUSE, ORCHARD BRAE, EDINBURGH EX4 1PE**Short particulars of property charged: **ALL COMPANY'S PRESENT + FUTURE
STOCK OF USED VEHICLES + ALL PROCEEDS OF SALE**§ The date of
registration may
be confirmed
from the
certificateAnd I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.¶ Insert brief
details of
propertyDeclared at **14 Southernhay West
Exeter Devon**

Declarant to sign below

the **17th** day of **June**one thousand nine hundred and **ninety-two**before me **Virginia Pearson Solicitor**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):■ **BEVAN ASHFORD** ■**SOLICITORS
CURZON HOUSE
SOUTHERNHAY WEST
EXETER EX4 3LY**Tel: **0392-411111 (BR/AC)****ove2**

The Solicitors' Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 8HR

For official use
Mortgage section**19 JUN 1992**

Post room

COMPANIES HOUSE**19 JUN 1992**

M

18

Companies M403a

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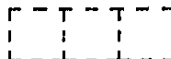
M**395****Particulars of a mortgage or charge**Please do not
write in
this margin

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



2561237

Name of company

* SMB (BARNSTAPLE) LIMITED

Date of creation of the charge

25 JANUARY 1993

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

FLOATING CHARGE

Amount secured by the mortgage or charge

All moneys and liabilities now or hereafter due from or incurred by the Company to BMW Finance (GB) Limited ("BMW") in any manner whatever and whether actually or contingently alone or jointly with any other parties and whether as principal or surety (including without prejudice to the generality of the foregoing advances made credit or other financial assistance rendered and all liabilities on bills of exchange and promissory notes and other instruments and guarantees and indemnities and credit agreements and other obligations of all kinds and including obligations of the Company which may be assigned to BMW and whether before or after the creation of this security and interest)

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

BMW FINANCE (GB) LIMITED

ELLESFIELD AVENUE

BRACKNELL, BERKSHIRE

Postcode

RG12 8TA

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

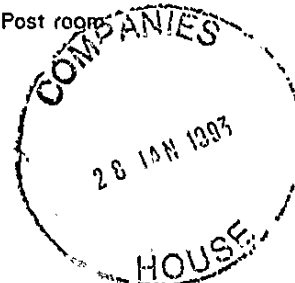
Ms A Lax
BMW Finance (GB) Limited
Finance House
Orchard Brae
Edinburgh EH4 1PF

For official use
Mortgage section

REGISTERED

28 JAN 1993

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

Please do not
write in
this margin

FIRST all the Company's present and future stock of new and used motor vehicles of whatsoever nature and all the Company's right title and interest therein ("Motor Vehicles");

SECONDLY all moneys from time to time payable under any insurances in respect of Motor Vehicles;

AND THIRDLY all goods given in exchange for the Motor Vehicles.

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

NOTE: The Charge prohibits the creation of any further charge or encumbrance affecting the property ranking pari passu with or in priority to the Charge without the prior written consent of BMW Finance (GB) Limited.

Particulars as to commission allowance or discount (note 3)

NONE

Signed



Date

25. 1.93

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



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Companies M395

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 25th JANUARY 1993
and created by SMB (BARNSTAPLE) LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to BMW FINANCE (GB) LIMITED

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 28th JANUARY 1993

Given under my hand at the Companies Registration Office,
Cardiff the 3rd FEBRUARY 1993

No. 2561237

L. Thomas
L. THOMAS

an authorised officer

C.69a

POST
3.2.93

M

COMPANIES FORM No. 403a

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

S116C

403a

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

[3][1][1]

2561237

* Insert full name
of company

Name of company

SMB (BARNSTAPLE) LIMITED

I, GREGORY BIRCHMORE

of Avenel House, Long Drag, Tiverton, Devon, EX16 5NQ

† 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]~~†

Date and Description of charge† 28th January 1992

Date of Registration§ 14th February 1992

Name and address of [chargee] ~~[trustee for the debenture holders]~~

BARCLAYS BANK PLC, 20 High Street, Exeter.

Short particulars of property charged: Garage and Premises at Hollowtree
Road, Barnstaple, Devon.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 26/28 Southenhay East
Exeter, Devon

Declarant to sign below

the 21st day of December
one thousand nine hundred and ninety three
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):BEVAN ASHFORD
SOLICITORS
CURION HOUSE
SOUTHERNHAY WEST
EXETER EX4 3LY

see 1A

For official use
Mortgage section

12 JAN 1994

Post Room

PR48

12 JAN 1994

HOUSE

M

COMPANIES FORM No. 403a

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

403a

5117C

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

* Insert full name
of company

To the Registrar of Companies

For official use

Company number

4 1 1

2561237

Name of company

* SMB (BARNSTAPLE) LIMITED

I, GREGORY BIRCHMORE

of Avenel House, Long Drag, Tiverton, Devon, EX16 5NQ.

† 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

ø 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† 22nd April 1992 - LEGAL CHARGE

Date of Registrations§ 6th May 1992

Name and address of [chargee] ~~[trustee for the debenture holders]~~
BARCLAYS BANK PLC, 20 High Street, Exeter.

Short particulars of property chargedø Garage and Premises at Hollowtree
Road, Barnstaple, Devon,

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 26/28 Southway East
Exeter Devon

Declarant to sign below

Greg Birchmore

the 21st day of December
one thousand nine hundred and ninety three
before me *Quirane*

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):

BEVAN ASHFORD

SOLITORS
COTTEN HOUSE
SOUTHANWAY WEST
EXETER EX4 3LY

SEE/AC

For official use
Mortgage section

12 JAN 1994

Post room

PR48

12 JAN 1994

HOUSE



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



2561237

Name of company

* SMB (Barnstaple) Limited

Date of creation of the charge

10th June 1994

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

Fixed and Floating Charge dated 10th June 1994

Amount secured by the mortgage or charge

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

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

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

Postcode

EC2P 2BX

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

Bevern Ashford
on House Southernhay
Exeter EX4 3Lg
Ref SRR /Ac
Tel: 0392 41 1111

For official Use

Mortgage Section

REGISTERED

17 JUN 1994



AA3UB26T

A12 RECEIPT DATE: 17/06/94

Time critical reference

Short particulars of all the property mortgaged or charged

First Fixed Charge on all book debts and other debts now and from time to time hereafter due owing or incurred to the Company other than such of the said debts as the Bank may have specifically agreed in writing to exclude from such first fixed charge; and all goodwill and uncalled capital for the time being of the Company; and all patents patent applications inventions trade marks trade names registered designs copyrights know how and other intellectual property rights and all licences and ancillary rights and benefits including all royalties fees and other income deriving from the same both present and future of the Company; and

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

(a) create or permit to subsist over all or any of the assets any mortgage charge lien pledge or other security ranking in priority to or *pari passu* with the said floating charge; or

(b) part with sell or dispose of all or except in the ordinary course of the Company's business and for the purpose of carrying on the same any of the assets; or

(c) deal with its book or other debts or securities for money forming part of the assets otherwise than in the ordinary course of getting in and realising the same which course shall not include or extend to the selling or assigning or in any other way factoring or discounting of any of the said debts or securities.

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Deven Ashford

Date

10th June 1994

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, e.g. "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his:
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02561237

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FIXED AND FLOATING CHARGE DATED THE 10th JUNE 1994 AND CREATED BY SMB (BARNSTAPLE) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO MIDLAND BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 17th JUNE 1994.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd JUNE 1994.

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

M. SAHA
for the Registrar of Companies



Post
22. JUNE
1994