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COMPANIES FORM No. 395

395

052396/13

CHWP000

Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block lettering

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)

For official use

Company number

16

2579167

Name of company

* KWIK-FIT PROPERTIES LIMITED

* insert full name
of Company

Date of creation of the charge

11/10/05 / 23/09/05

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

STANDARD SECURITY

which was presented for registration in
Scotland on 11/10/05 and

Amount secured by the mortgage or charge

"Secured Obligations" means all obligations owing to the Secured Parties by any Debtor under or pursuant to the Secured Document (including this Standard Security), whether present or future, actual or contingent (and whether incurred solely or jointly, and whether as principal or surety or in some other capacity), and including any liability in respect of any further advances made under any of the Secured Documents.

(See Paper Apart 1 for definitions)

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

BARCLAYS BANK PLC, having a place of business at 5 The North Colonnade, Canary Wharf,

London

Postcode

Presentor's name address and
reference (if any) :Brodie's LLP (YZE)
15 Atholl Crescent
Edinburgh EH3 8HA (DX ED 10)For official Use (06/2
Mortgage Section

Time critical reference

Short particulars of all the property mortgaged or charged

4/8 McDonald Road and 28 Hope Crescent, Edinburgh (as more particularly described in Paper Apart 2)

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)

N/A

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

Signed

Bridges

Date

10/12/05

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 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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FORM 440 PAPERS APART

KWIK-FIT PROPERTIES LIMITED

COMPANY NUMBER 2579167

PAPER APART 1

Definitions

"Debenture" means the debenture dated on or around the date hereof between the Chargor and Barclays Bank plc for itself and as security trustee for the Secured Parties;

"Debtors" means the Chargors, the Obligors, and any other member of the Group party to any Secured Document;

"Intercreditor Deed" means the intercreditor agreement dated 30 August 2005 between, *inter alia*, Speedy 1 Limited as the Company and original Obligor, Financière Daunou 2, S.A. as the Parent and Luxco, Barclays Bank PLC as security agent and various financial institutions listed therein;

"Mezzanine Agent" means Deutsche Bank AG, London Branch in its capacity as agent for the Lenders under (and as defined in) the Mezzanine Facility Agreement.

"Mezzanine Facility Agreement" means the mezzanine facility agreement dated 30 August 2005 made between, amongst others, Speedy 1 Limited as the Company, the Arrangers, the Original Lenders, the Mezzanine Agent (each as defined in such agreement), and the Security Agent as amended, varied, novated or supplemented from time to time;

"Mezzanine Finance Documents" means the Finance Documents as defined in the Mezzanine Facility Agreement;

"Secured Documents" means the Mezzanine Finance Documents and the Senior Finance Documents;

"Secured Obligations" means all obligations owing to the Secured Parties by any Debtor under or pursuant to the Secured Documents (including this Standard Security), whether present or future, actual or contingent (and whether incurred solely or jointly, and whether as principal or surety or in some other capacity), and including any liability in respect of any further advances made under any of the Secured Documents;

"Secured Parties" means the Secured Parties (as defined in the Intercreditor Agreement) from time to time **provided that** such person is party to or has acceded to the Intercreditor Agreement in accordance with its terms;

"Security Agent" means Barclays Bank plc for itself and as security trustee for the Secured Parties on the terms and conditions set out in the Intercreditor Agreement (which expression shall include any person for the time being appointed as security trustee or as an additional security trustee for the purpose of, and in accordance with, the Intercreditor Agreement) having a place of business at 5 The North Colonnade, Canary Wharf, London, E14

"Senior Agent" means Barclays Bank PLC in its capacity as agent for the Lenders under (and as defined in) the Senior Facilities Agreement.

"Senior Facilities Agreement" means the senior facilities agreement dated 30 August 2005 between, amongst others, Speedy 1 Limited as the Company, Barclays Capital and Deutsche Bank AG, London Branch as the Arranger, the Issuing Bank, the Original Lenders, the Senior Agent (each as defined in such agreement), and the Security Agent as amended, varied, novated or supplemented from time to time;

"Senior Finance Documents" means the Finance Documents as defined in the Senior Facilities Agreement.

PAPER APART 2

ALL and WHOLE (In the First Place) ALL and WHOLE that piece of ground together with the buildings and other erections thereon lying on the south and south west of Hope Crescent and McDonald Road in the City Parish of Edinburgh and County of Midlothian extending to three hundred and nine decimal or one thousandth parts of an acre or thereby Imperial Measure and bounded on or towards the north by Hope Crescent, aforesaid along which boundary it extends one hundred and one feet six inches following the bend, being the subjects described in, disposed by and delineated and coloured pink on the plan annexed and subscribed as relative to the Feu Charter granted by John Hope Campbell and others as Trustees thereinmentioned in favour of Alexander MacKenzie & Company Limited dated the Twentieth and recorded in the Division of the General Register of Sasines applicable to the County of Midlothian on Twenty sixth, both days of February Nineteen hundred and fifty nine and (In the Second Place) ALL and WHOLE that area or piece of ground together with the whole buildings and other erections thereon at the corner of Annandale Street Lane and McDonald Road, Edinburgh in the said County extending to one hundred and thirty two decimal or one thousandth parts of an acre or thereby Imperial Measure being the subjects described in and conveyed by Feu Charter granted by the Trustees of the late John Hope in favour of William Cronan dated Fourteenth and recorded in the said Division of the General Register of Sasines on Twentieth both days of December Nineteen hundred and fifty six And the subjects hereby secured (In the First Place) and (In the Second Place) are so secured Together With (One) the heritable fittings and fixtures in and upon the subjects (Two) the whole parts, privileges and pertinents effeiring thereto (Three) the whole rights common, mutual and sole pertaining thereto (Four) the Chargo's whole right, title and interest present and future in and to the said subjects and (Five) access to the said area or piece of ground described (In the Second Place) from McDonald Road and Annandale Street Lane aforesaid

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CHWP000

COMPANIES FORM No. 398

**Certificate of registration in
Scotland or Northern Ireland
of a charge comprising property
situate there**

398

Pursuant to section 398(4) of the Companies Act 1985

Please do not
write in
this margin

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

To the Registrar of Companies
(Address overleaf)

For official use

Company number

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02579167

Name of company

* insert full name
of company

* KWIK-FIT PROPERTIES LIMITED

I KAREN SMITH

of BRODIES LLP, 15 ATHOLL CRESCENT, EDINBURGH EH3 8HA

* give date and
parties to charge

certify that the charge * STANDARD SECURITY IN FAVOUR OF KWIK-FIT PROPERTIES LIMITED
IN FAVOUR OF BARCLAYS BANK PLC DATED 23/09/2005

† delete as
appropriate

of which a true copy is annexed to this form was presented for registration on

11/10/05

in [Scotland] ~~[Northern Ireland]~~†

Signed

Karen Smith
Brodies

Date

13/10/05

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

BRODIES LLP (YZE)
15 ATHOLL CRESCENT
EDINBURGH EH3 8HA
DX ED 10

For official Use (02/00)
Mortgage Section

Post room

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02579167

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON 11/10/2005 AND DATED THE 23rd SEPTEMBER 2005 AND CREATED BY KWIK-FIT PROPERTIES LIMITED FOR SECURING ALL OBLIGATIONS DUE OR TO BECOME DUE FROM ANY DEBTOR TO THE SECURED PARTIES 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 19th OCTOBER 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20th OCTOBER 2005.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

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