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COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £10 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

7111

02579167

Name of company

* Kwik-Fit Properties Limited (the "Chargor")

Date of creation of the charge

24 February 2004

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

A mortgage deed (the "Mortgage") dated 24 February 2004 between the Chargor and Barclays Bank PLC (the "Security Trustee")

Amount secured by the mortgage or charge

See Schedule 2

See Schedule 1 for definitions

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

Barclays Bank PLC, 5 The North Colonnade, Canary Wharf, London (the "Security Trustee")

Postcode E14 4BB

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

Clifford Chance LLP
10 Upper Bank Street
London
E14 5JJ
(Return via CH Counter)

Lon2/1569360

Time critical reference

CRAC/B1227/29487/QL/PCTG

For official Use
Mortgage Section

Post room



LD2
COMPANIES HOUSE

0104
25/02/04

Short particulars of all the property mortgaged or charged

The Chargor charged the property with full title guarantee by way of legal mortgage (which ranks second only to the Existing Mortgage) to the Security Trustee for the payment and discharge of the Secured Obligations.

See Schedule 1 for definitions.

See Schedule 3 for details of Mortgaged Property.

Please do not write in this margin

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

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Particulars as to commission allowance or discount (note 3)

None

Signed Clifford Chance

Date 26 February 2004

On behalf of ~~[company]~~ [mortgagee/chargee]

A fee of £10 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 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 CF14 3UZ

Schedules to Form 395 relating to the Debenture entered into by Kwik-Fit Properties Limited (Company No: 02579167) dated 24 February 2004

SCHEDULE 1

DEFINITIONS

In this Form 395:

"Debenture" means each of the debentures creating fixed and floating charges over all the assets and undertakings of the Debtors or such other substantially equivalent security documents relating to Debtors incorporated in jurisdictions outside England and Wales as may be required by the Agent.

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

"Existing Mortgage" means the first legal mortgage dated 4 March 2003 made between the Chargor and the Security Trustee in respect of the Mortgaged Property.

"Facility Agreement" means the facility agreement dated 11 August 2002 and made between, *inter alios*, Kwik-Fit Group Limited (formerly known as Forgecycle Limited) as the company, Kwik-Fit Finance Limited (formerly known as Guideflat Limited) as the original borrower, Barclays Capital as the co-ordinator and Barclays Bank PLC as agent and security trustee as amended, restated, varied, novated or supplemented from time to time, including as amended and restated on 14 November 2002, as amended on 28 April 2003 and as amended and restated on 5 September 2003 and 19 December 2003;

"Mortgaged Property" means:

- (a) the property specified in Schedule 1 (*Details of Mortgaged Property*); and
- (b) any buildings, fixtures, fittings, fixed plant or machinery from time to time situated on or forming part of such property,

and includes all Related Rights.

"Related Rights" means, in relation to any asset,

- (a) the proceeds of sale of any part of that asset;
- (b) all rights under any licence, agreement for sale or agreement for lease in respect of that asset;
- (c) all rights, benefits, claims, contracts, warranties, remedies, security, indemnities or covenants for title in respect of that asset; and

(d) any moneys and proceeds paid or payable in respect of that asset.

"Secured Documents" means the "Secured Documents" as defined in the Security Trust Deed;

"Secured Obligations" means all obligations owing to the Secured Parties by any Debtor under or pursuant to the Secured Documents (including this Debenture and any Mortgage and the Facility Agreement), 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 Security Trust Deed) from time to time **provided that** such person is party to or has acceded to the Security Trust Deed in accordance with its terms;

"Security Trust Deed" means the "Security Trust Deed" as defined in the Facility Agreement.

SCHEDULE 2

AMOUNT SECURED BY THE MORTGAGE OR CHARGE

The Chargor has covenanted with the Security Trustee as trustee for the Secured Parties that it shall on demand of the Security Trustee discharge all Secured Obligations and the Chargor shall pay to the Security Trustee when due and payable every sum at any time owing, due or incurred by any Debtor to the Security Trustee (whether for its own account or as trustee for the Secured Parties) or any of the other Secured Parties in respect of any such liabilities provided that neither such covenant nor the security constituted by the Debenture or any Mortgage shall extend to or include any liability or sum which would, for this proviso, cause such covenant or security to be unlawful or prohibited by any applicable law.

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SCHEDULE 3

DETAILS OF MORTGAGED PROPERTY

1. The freehold property known as 122-128 Old Street, London as the same is registered with H M Land Registry under Title Number 421717 being 122, 124, 126 and 128 Old Street.
2. The freehold property known as Saxon Street, Bletchley, Milton Keynes as the same is registered with H M Land Registry under Title Number BM 147864 being land lying to the South East of Saxon Street, Bletchley.
3. The freehold property known as 85 Old Shoreham Road, Hove as the same is registered with H M Land Registry under Title Number ESX174651 being 85 Old Shoreham Road.
4. The freehold property known as Mace Lane, Ashford as the same is registered with H M Land Registry under Title Number K244030 being land lying to the east of Wellesley Road, Ashford.
5. The freehold property known as Apex Works, 39-41 Kent Road, Dartford as the same is registered with H M Land Registry under Title Number K649029 being land and buildings on the south west side of the junction between Kent Road and Westgate Road, Dartford.
6. The freehold property known as 286/290 High Street, Berkhamstead as the same is registered with H M Land Registry under Title Number HD382486 being 286/290 High Street, Berkhamstead, (HP4 1AH).
7. The freehold property known as 232 Harrogate Road, Chapel Allerton, Leeds as the same is registered with H M Land Registry under Title Number WYK250236 being 232 Harrogate Road.
8. The freehold property known as 48 The Mall, Ealing, London as the same is registered with H M Land Registry under Title Number MX134868 being 48 The Mall.
9. The freehold property known as 24 Ings Road, Wakefield as the same is registered with H M Land Registry under Title Number WYK279482 being Land and buildings on the South side of Ings Road, Wakefield.
10. The freehold property known as Regent Way, Kings Lynn as the same is registered with H M Land Registry under Title Number NK280795 being 33 to 39 (odd) St James's Street, Kings Lynn.
11. The freehold property known as 74-76 High Street, Harpenden as the same is registered with H M Land Registry under Title Number HD257081 being 74 and 76 High Street, Harpenden.
12. The freehold property known as Roe Green Service Station, Kingsbury Road, Kingsbury, as the same is registered with H M Land Registry under Title Number

NGL656674 being Roe Green Service Station, Kingsbury Road, Kingsbury, London (NW9 9PH).

13. The freehold property known as 59-63 Knight's Hill, West Norwood as the same is registered with H M Land Registry under Title Number SGL448736 being 59, 61 and 61A and 63 Knight's Hill, West Norwood.
14. The freehold property known as 35 New Road, Rainham as the same is registered with H M Land Registry under Title Number EX50806 being land on the North side of New Road, Rainham.
15. The freehold property known as 47-49 Queens Street, Deal as the same is registered with H M Land Registry under Title Number K305950 being Garage premises at the junction of Queen Street and Blenheim Road, Deal.
16. The freehold property known as 19 Wincheap, Canterbury as the same is registered with H M Land Registry under Title Number K842380 being Road Transport Depot, Wincheap and Rheims Way, Canterbury.
17. The freehold property known as 19 St Margaret's Green, Ipswich as the same is registered with H M Land Registry under Title Number SK109538 being land on the North Eastern side of St Margaret's Green, Ipswich.
18. The freehold property known as DBS Garages, Crowborough Hill, Crowborough TN6 2EG as the same is registered with H M Land Registry under Title Number ESX232416 being DBS Garages, Crowborough Hill, Crowborough TN6 2EG.
19. The freehold property known as 3 Lansdowne Road/Longlands Road, Middlesborough as the same is registered with H M Land Registry under Title Numbers CE106642 being land and buildings on the West side of Lansdowne Road and CE108768 being land and buildings on the South side of Longlands Road.
20. The freehold property known as Godstone Road, Caterham as the same is registered with H M Land Registry under Title Number SY687791 being land on the East side and North side of Godstone Road, Caterham.
21. The freehold property known as 387 and 389 Bethnal Green Road, Bethnal Green as the same is registered with H M Land Registry under Title Number NGL345910 being 387 and 389 Bethnal Green Road and 1-5 (odd numbers) Canrobert Street.
22. The freehold property known as 154 Heaton Lane, Stockport as the same is registered with H M Land Registry under Title Numbers CH79790 being a garage at the South-East junction of Heaton Lane and King Street West, Heaton Norris and GM596831 being land on the east side of King Street West.
23. The leasehold property known as 32 Monument Way, London as the same is registered with H M Land Registry under Title Number EGL295286 being 32 Monument Way, Haringey.

24. The leasehold property known as 453 Brighton Road, South Croydon as the same is registered with H M Land Registry under Title Numbers SGL548696 being 453B Brighton Road.
25. The leasehold property known as 366 Northolt Road, South Harrow HA2 8ES as the same is registered with H M Land Registry under Title Number NGL688222 being 366 Northolt Road.

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 MORTGAGE DATED THE 24th FEBRUARY 2004 AND CREATED BY KWIK-FIT PROPERTIES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM ANY DEBTOR TO BARCLAYS BANK PLC (THE SECURITY TRUSTEE) (WHETHER FOR ITS OWN ACCOUNT OR AS TRUSTEE FOR THE SECURED PARTIES) OR ANY OF THE OTHER SECURED PARTIES 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 26th FEBRUARY 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 1st MARCH 2004.

C. A.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES