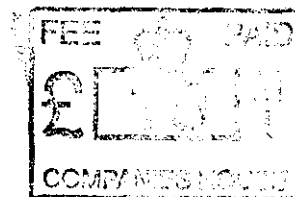


395**Particulars of a mortgage or charge**

Pursuant to section 395 of the Companies Act 1985

Please do not
write in
this marginPlease 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

124

2738187

Name of company

PARK MOTOR FINANCE LIMITED

Date of creation of the charge

6th May, 2003

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

Schedule of Accepted Agreements deposited and charged pursuant to the Fixed Charge dated 23rd October 2001

Amount secured by the mortgage or charge

All moneys which may now or hereafter may be or become due or owing to the Governor and Company of the Bank of Scotland and all other liabilities, actual or contingent, present or future, incurred to Bank of Scotland whether due or owing or incurred alone or jointly and whether as primary obligor or surety together with interest, charged, costs and expenses.

Further securing the monies and liabilities secured by the Principal Charge.

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

Bank of Scotland**The Mound****Edinburgh**

Postcode

EH1 1YZPresenter's name, address and
Reference (if any):

Ian Walker
Bank of Scotland
Quay West, Quay Parade
Swansea
SA1 8AB

For official use
Mortgage section

Time critical reference

IJW/Park Motor Finance

Short particulars of all the property mortgaged or charged

By way of first fixed charge in respect of the Accepted Agreements (as defined in the principal Charge)

a) all rights and interest of the Company in the Accepted Agreements

b) all monies now or hereafter payable under the Accepted Agreements

c) the goods (including substitutions therefore) comprised in the Accepted Agreements in all cases where the property in such goods is vested in the Company

d) the benefit of all Guarantees, indemnities, negotiable instruments and securities taken by the Company in connection with the Accepted Agreements

e) the benefits of all Insurances effected by the Company or by customers under the Accepted Agreements pursuant to the terms of the Principal charge.

See continuation sheet

(Please see continuation sheet 1)

Please do not

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this margin

Please complete
legibly, preferably
in black type or

bold black
lettering.

Particulars as to commission allowance or discount (note 3)

Signed



Date: 6th May 2003

On behalf of: The Governor and Company of the Bank of Scotland

*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 of the date of creation of the charge (section 395). If the property is situated 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 outside the United Kingdom (section 398) and in such cases the copy must be verified by a correct copy either by the company or by the person who has delivered or sent the copy to registrar. The verification must be signed by or on behalf of the person giving the verification 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, e.g. "Trust Deed", "Debenture", "Mortgage" or "Legal charge", 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, 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 conditionalfor any of the debentures included in this return. The rate of interest payable under the terms of 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 The address of the Registrar of companies is :- Companies House, PO Box 716, Crown Way, Maindy, Cardiff CF4 3YA

Companies House Approval No.

CHA113

Please do not
write in this
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)

Company Number

2738187

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

* delete if
inappropriate

Name of Company

PARK MOTOR FINANCE LIMITED

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

The expression "Accepted Agreements" is defined in the Fixed Charge to mean any, Conditional sale agreements, credit sale agreements, hire purchase agreements, lease Agreements, loan agreements, rental agreements, and/or credit agreements entered into (whether before or after the date of the Fixed Charge) between the Company and its Customers as are accepted by the Governor and Company of the Bank of Scotland following submission of such agreements by the Company.

The Fixed Charge provides that the Company shall not without the prior written Consent of the Governor and the Company of the Bank of Scotland create or permit to subsist Any Mortgage, charge, debenture, lien or incumbrance over the Accepted Agreements and said other property referred to above or sell, transfer or otherwise deal with the said property.

Amount due or owing on the mortgage or charge (continued)

Please do not
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This binding
margin

**Please complete
Legibly,
preferably in
Black type, or
bold
Block lettering**

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02738187

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SCHEDULE OF ACCEPTED AGREEMENTS DEPOSITED AND CHARGED PURSUANT TO THE FIXED CHARGE DATED 23 OCTOBER 2001 DATED THE 6th MAY 2003 AND CREATED BY PARK MOTOR FINANCE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND 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 7th MAY 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th MAY 2003.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

P. Row