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COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

395

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

2841660

Name of company

*
MILES (CHESHAM) LIMITED

Date of creation of the charge

31ST DECEMBER 1996

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

DEBENTURE

Amount secured by the mortgage or charge

All liabilities of any nature of the Company to General Motors Acceptance Corporation (UK) Plc of P O Box 11 Wesley House, 19 Chapel Street, Luton, Bedfordshire ("GMAC") and / or any administrative receiver, receiver and manager or other receiver appointed in respect of all or any part of the Charged Assets by GMAC (whether appointed pursuant to the Debenture, pursuant to any statute, by a court or otherwise) howsoever arising and whether now existing or arising hereafter including without limitation, joint and joint and several liabilities of the Company and any other person, liabilities as guarantor or surety (whether before or after any default by the primary obligor) and contingent liabilities and any interest or other costs and charges accruing in respect thereof.

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

GENERAL MOTORS ACCEPTANCE CORPORATION (UK) PLC P O BOX 11
WESLEY HOUSE 19 CHAPEL STREET LUTON BEDFORDSHIRE

Postcode LU1 2SE

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

Geisler Laws Manning

6th Floor Thavies Inn House

3-4 Holborn Circus

London EC1N 2HL

Our Ref: PRECEDENT\GMAC\M395\DEBENTURE

Time critical reference

For official use
Mortgage section



A26 *ATC75SDW* 590
COMPANIES HOUSE 15/01/97
A34 *AQNS6S7K* 00
COMPANIES HOUSE 09/01/97

Short particulars of all the property mortgaged or charged

1. By way of legal mortgage free from encumbrances the property described in the first schedule to the Debenture and the proceeds of sale thereof and every interest therein which the Company has power at law or in equity to charge.
2. By way of legal mortgage all freehold or leasehold property in England or Wales and any estate, interest, right or title therein including all rights easements and privileges from time to time attached or appurtenant thereto and all buildings and fixture from time to time therein or thereon (the Property) now belonging to the Company (except that charged by paragraph 1).
3. By way of fixed equitable charge all Property acquired by the Company after the date of the Debenture.
4. By way of fixed charge all book and other debts and other money due, owing, payable or incurred to the Company now or at any time (including cash at bank) and any amounts standing to the credit of the Designated Account as defined in the Debenture and the benefit of all rights, securities and guarantees of any nature whatsoever now or at any time enjoyed or held by the Company in relation thereto.
5. By way of floating charge all the Company's property, assets (including all right, title and interest of the Company in or to any motor vehicle or the proceeds of sale of any such vehicle) undertaking and rights, privileges, authorities, discretions, remedies, liberties and powers in each case of any nature whatsoever of the Company including uncalled capital both present and future not otherwise effectively mortgaged or charged by way of fixed mortgage or charge by the Debenture or required pursuant to the Debenture to be mortgaged or charged.

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Particulars as to commission allowance or discount (note 3)

NIL

Signed

Date 8.01.97

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.

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FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02841660

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 31st DECEMBER 1996 AND CREATED BY MILES (CHESHAM) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO GENERAL MOTORS ACCEPTANCE CORPORATION (UK) PLC ON ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF THE DEBENTURE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 15th JANUARY 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17th JANUARY 1997.

A handwritten signature in cursive script, appearing to read 'A. J. Wakeham'.

A. J. WAKEHAM

for the Registrar of Companies



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