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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

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Pursuant to section 395 of the Companies Act 1985

CHA 116

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

To the Registrar of Companies

For official use

Company number

[U1318]

3126731

Name of company

* FIRST MOTORWAY SERVICES LIMITED

*insert full name
of company

Date of creation of the charge

8 SEPTEMBER 1998

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

LEGAL AND FLOATING CHARGE

Amount secured by the mortgage or charge

All monies from time to time due from and payable by First Motorway Services Limited ("the Chargor") to BP Oil UK Limited and Mobil Oil Company Limited ("the Company") (or either of them and whether in respect of the fuels business of the Company or the lubricants business of the Company) whether actually or contingently as principal or surety, solely or jointly with any other person, to BP Oil UK Limited as agent or operator of the fuels business it operates on behalf of the Company, to Mobil Oil Company Limited as agent or operator of the lubricants business it operates on behalf of the Company including without prejudice to the generality of the foregoing, all such monies as may fall due for the payment under Cash Loan Agreements, all costs and expenses, all sums due for goods or services supplied by the Company to the Chargor, any interest payable to the Company by the Chargor whether payable under the Charge, any Agreements or otherwise, all sums which may become due to the Company in connection with any loan and all sums which may become due to the Company in connection with an externally funded loan pursuant to the covenants and other provisions contained in the Charge

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

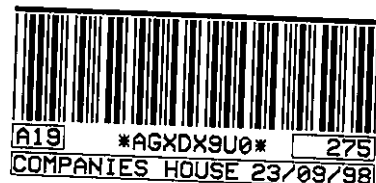
BP OIL UK LIMITED and MOBIL OIL COMPANY LIMITED
WITAN GATE HOUSE
500-600 WITAN GATE
MILTON KEYNES MK9 1ES

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

MORGAN BRUCE
PO BOX 45
PRINCESS HOUSE
PRINCESS WAY
SWANSEA SA1 3LJ

MK/CM/BPO102-744

For official use
Mortgage Section



Time critical reference

1. The Chargor charges with full title guarantee:

- 1.1 By way of legal mortgage the premises known as Magor M4 Motorway Services Area Magor Gwent
- 1.2 All fixtures and fittings during the subsistence of this legal charge
- 1.3 All rental income present or future and the proceeds of any sale or lease or other disposition of the premises
- 1.4 All rights and claims of the chargor against all lessees, sub-lessees, licences or occupiers at the Premises and all guarantors and surety's for the obligations of such persons or other third parties in relation to the premises now or in the future
- 1.5 All the goodwill of the business now or hereafter carried on at the Premises and at any other premises in relation to which there are at any time outstanding debts
- 1.6 By way of legal mortgage the full benefit of all contracts entered into by or with the Chargor in respect of the business
- 1.7 By way of full charge the benefit of all book debts and other debts of the Chargor as are now or may from time to time be due or owing to the Company

The legal charge contains provision whereby the Chargor covenants of the Company that it shall not without the prior consent in writing of the Company sell factor discount or otherwise charge or assign the book debts in favour of a third person or purport to do so

(Please see continuation page)

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

Particulars as to commission allowance or discount (note 3)

Signed

Maryam Bruce

Date

22 September 1998

On behalf of [company] [mortgage/charge] †

† 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 situated 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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binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

Please complete
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1.8 By way of floating charge all moveable plant machinery, implements, utensils, furniture and equipment belonging now or from time to time placed or used in or about the Premises belonging to the Chargor

1.9 By way of floating charge all capital profits and other monies received by the Chargor in respect of the business

1.10 By way of floating charge all the undertaking and assets of the Chargor whatsoever and wheresoever both present and future. The legal charge contains a provision whereby the Chargor shall not be at liberty to create any mortgage or charge on the undertaking and assets of the Chargor either in priority to or pari passu with the charge hereby created and so that no lien shall in any case or in any manner arise or affect the same or any part thereof

1.11 The legal charge contains a provision whereby the Chargor shall not without the Company's written consent create any fixed charge whether legal or equitable affecting the Business or the Premises and notify the Company in writing of any floating charge created after the date of this charge affecting the Business or the Premises

Please complete
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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03126731

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL AND FLOATING CHARGE DATED THE 8th SEPTEMBER 1998 AND CREATED BY FIRST MOTORWAY SERVICES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO MOBIL OIL COMPANY LIMITED AND BP OIL UK LIMITED OR EITHER OF THEM WHETHER IN RESPECT OF THE FUELS BUSINESS OF THE COMPANY OR LUBRICANTS BUSINESS OF THE COMPANY ALL MONIES DUE UNDER CASH LOAN AGREEMENTS, MONIES DUE FOR GOODS OR SERVICES SUPPLIED ALL SUMS DUE IN CONNECTION WITH ANY LOAN AND ALL SUMS WHICH MAY BECOME DUE TO THE COMPANY IN CONNECTION WITH AN EXTERNALLY FUNDED LOAN PURSUANT TO THE COVENANTS AND OTHER PROVISIONS CONTAINED IN THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 23rd SEPTEMBER 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 25th SEPTEMBER 1998 .


D. JENKINS

for the Registrar of Companies



C O M P A N I E S H O U S E

25/9