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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.

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395

Please do not
write in
this margin

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

*Insert full name
of Company

Pursuant to section 395 of the Companies Act 1985

02 JAN 2003

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

03224488

Name of company

* TUV SUDDEUTSCHLAND (U.K.) LIMITED

Date of creation of the charge

12 day of December 2002

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

Fixed Charge on Book Debts and Other Debts

Amount secured by the mortgage or charge

All the Company's liabilities to National Westminster Bank Plc (the 'Bank') of any kind and in any currency (whether present or future actual or contingent and whether incurred alone or jointly with another) including banking charges, commission, interest, costs and expenses.

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

National Westminster Bank Plc

135 Bishopsgate

London

Postcode

EC2M 3UR

Presentor's name and address and
reference (if any):
Our ref: 878475/S12/RP/NWPORT
National Westminster Bank Plc
Credit Documentation
DX 714895
Manchester-25

Time critical reference

For official Use
Mortgage Section

Post room



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COMPANIES HOUSE

JCFUMH9H

0338
02/01/03

Short particulars of all the property mortgaged c

By way of fixed charge:-

- 1 all book debts and other debts of the Company present and future and the proceeds of payment or realisation of each of them until the receipt of the proceeds from time to time into an account in accordance with Note 1(b) below (the 'Debts');
- 2 all funds standing to the credit of the Company from time to time on any account with the Bank or any other bank or financial institution or organisation including all receipts from time to time paid into an account in accordance with Note 1(b) below Provided that the Bank may without prejudice to the charge permit the Company to make withdrawals from time to time.

Notes:-

- 1 The Charge contains covenants by the Company with the Bank:-
 - (a) Not without the previous written consent of the Bank to create or permit to arise any mortgage charge or lien on the charged property.
 - (b) To pay into the Company's account with the Bank (and if more than one then into such account or into such account with another bank) as the Bank may specify from time to time all money which the Company may receive in respect of the Debts and not to deal with the Debts otherwise than by collecting the same in the ordinary course of the Company's business and in particular not to realise the Debts by means of block discounting, factoring or the like.
- 2 The charge takes effect in priority to any previous or existing floating charge held by the Bank on the property charged.

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)

For National Westminster Bank Plc

Signed

Date 2-1-03

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)

Notes

†delete as appropriate

- 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 CF4 3UZ, DX: 33050 Cardiff

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03224488

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FIXED CHARGE ON BOOK DEBTS AND OTHER DEBTS DATED THE 12th DECEMBER 2002 AND CREATED BY TUV SUDDEUTSCHLAND (U.K.) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NATIONAL WESTMINSTER BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 2nd JANUARY 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 7th JANUARY 2003.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —