

COMPANIES FORM No. 400**Particulars of a mortgage or charge subject to which property has been acquired****400**

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge

Pursuant to section 400 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 4)

For official use

Company number

Name of company

*Camden Motors (Holdings) Limited

Date and description of the instrument (if any) creating or evidencing the mortgage or charge (note 1)

7 July 1999. Legal Charge ("the Charge")

Amount secured by the mortgage or charge All Monies

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

General Motors Acceptance Corporation (UK) Plc of PO Box 11, Wesley House, 19 Chapel Street, Luton, Bedfordshire, LU1 2SE.

Short particulars of the property mortgaged or charged

See attached schedule.

Continue overleaf as necessary

Presentor's name address and reference (if any) :
Travers Smith Braithwaite
10 Snow Hill
London
EC1A 2AL

MJA/2039663

Time critical reference

For official Use
Mortgage Section

Post room



LD2
COMPANIES HOUSE

LSTH1RW8
0210
20/01/04

M**CHFP025**

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this margin

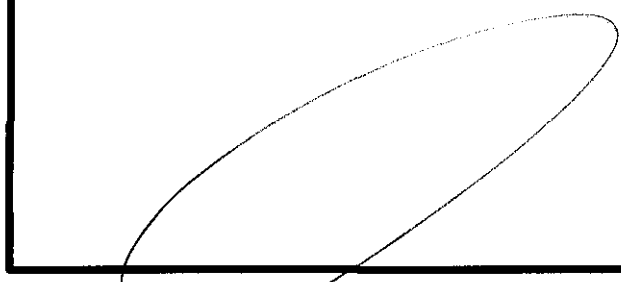
Please complete
legibly, preferably
in black type, or
bold block lettering

* insert full name
of Company

See attached schedule.

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



Date of the acquisition of the property 31 December 2003

Signed _____ Designation ‡ Director Date 19/01/04

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‡ Insert Director, Secretary, Administrator, or Administrative Receiver as appropriate

Notes

1 A description of the instrument, eg, "Trust Deed", "Debenture", etc, as the case may be, should be given.

2 A verified copy of the instrument must be delivered with these particulars correctly completed to the Registrar of Companies within 21 days after the date of the completion of the acquisition of the property which is subject to the charge. 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. If the property is situated and the charge was created outside Great Britain, they must be delivered within 21 days after the date on which the copy of the instrument could in due course of post, and if despatched with due diligence have been received in the United Kingdom.

3 Cheques and Postal Orders are to be made payable to **Companies House**.

4 The address of the Registrar of Companies is:-

Companies House
Crown Way
Cardiff
CF14 3UZ

Schedule

(A) By way of legal mortgage and with full title guarantee the property of the Company specified in the Schedule below and any part or parts of it and including all rights attached or appurtenant and all buildings, fixtures, fittings, plant and machinery from time to time situate on it and belonging to the Company.

(B) By way of fixed charge and with full title guarantee all gross rents, licence fees and other monies receivable now or hereafter at any time by the Company in respect of or arising out of any lease of the Property described in the Schedule below or any agreement for Lease or otherwise without limitation derived by the Company from the property or otherwise paid to or received by the Company in respect of the property (including without limitation all mesne profits) but save for insurance rents or service charges or the like.

The undertaking and all other property assets and rights of the Company both present and future.

The Company may not, without the prior consent in writing of GMAC:-

(a) Create or permit or subsist or arise any mortgage, charge, pledge, lien, assignment, hypothecation, security, interest, preferential right or trust arrangement or other encumbrance security agreement or arrangement of any kind or any right confirming a priority of payment or any right or option on the property or any part thereof. Subject as aforesaid, any mortgage of or charge on the property created by the Company (otherwise than in favour of GMAC) shall be expressed to be subject to the Charge.

(b) Sell, convey, assign or transfer the property or any interest therein or otherwise part with or dispose of any property or assign or otherwise dispose of any monies payable to the Company in relation to the property or agree to do any of the foregoing.

(c) Exercise any of the powers of leasing or agreeing to lease vested in or conferred on the Company by common law or by statute or accept the surrender of any lease, underlease or tenancy or agree to do any of the foregoing.

(d) Part with or share possession or occupation of the property of any part of it or grant any tenancy or licence to occupy the property or agree to do any of the foregoing.

(e) Compound, release, exchange, set-off, grant time or indulgence in respect of or otherwise deal with any of the rental income or the debts or policies charged to GMAC under the Charge or do anything whereby the recovery of the same may be impeded, delayed or prevented and the Company shall enforce its rights in respect of the same.

(f) Do or permit anything in contravention of the provisions of the loan agreement dated the date of creation of the Charge and made between the Company and GMAC.

Schedule ("the Property")

The freehold alnd at Galley Common, Nuneaton as the same is registered at H M Land Registry under Title Numbers WK338493, WK349365 and WK282439 with Title Absolute.

Definitions

"Company" means Camden Motors Limited (CRN 312159)

THE FIRST SCHEDULE

Part I

The Property

All that freehold land at Galley Common, Nuneaton registered at H M Land Registry under Title Numbers WK338493, WK349365 and WK282439.

Part II

The Lease(s)

None.

THE SECOND SCHEDULE

1 DEFINITIONS

- (1) "Environmental Matters" includes but the expression is not limited to waste, contaminated land, discharges, emissions, noise and vibration, heat, light and radiation, dangerous, hazardous or toxic substances and materials, nuisance and health and safety
- (2) "Environmental Laws" means all statutory international treaty conventions and local laws, regulations, codes of practice, circulars and guidance notes relating to pollution or human health or the environment (including, without limitation, ambient air, surface water, ground water, land surface or subsurface strata), including, without limitation, laws and regulations relating to Environmental Matters or otherwise relating to the manufacture, processing, distribution, use, treatment, storage, disposal, transport or handling of Hazardous Materials
- (3) "Hazardous Materials" means chemicals, pollutants, contaminants, wastes, petroleum, petroleum products, dangerous hazardous or toxic substances and materials including in particular but without limitation the substances prescribed in Schedules 4, 5 and 6 of the Environmental Protection (Prescribed Processes and Substances) Regulations 1991
- (4) "Environmental Claim" means any written or oral notice given by any person or entity alleging liability or potential liability including (without limitation) potential liability or investigatory costs, clean up costs, administrative costs, natural resource damages, property damages, personal injuries and penalties arising out of or based on or resulting from either the presence or release into the environment of any Hazardous Materials at any location or circumstances forming the basis of any violation or alleged violation of Environmental Laws

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03251401

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE FOR ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO GENERAL MOTORS ACCEPTANCE CORPORATION (UK) PLC SECURED ON THE PROPERTY ACQUIRED BY CAMDEN MOTORS (HOLDINGS) LIMITED ON THE 31st DECEMBER 2003 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 20th JANUARY 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd JANUARY 2004.

for



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —