

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

CHFP025

Please do not write in this margin

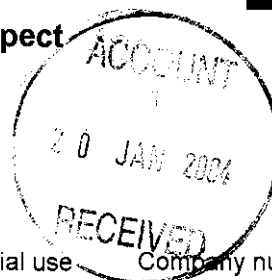
Pursuant to section 400 of the Companies Act 1985

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

For official use Company number

1371

3251401



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

* insert full name of Company

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 - Guarantee and Debenture ("the Deed")

Amount secured by the mortgage or charge All Monies

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

Barclays Bank Plc, Barclays Loan Servicing Centre, 90 Tottenham Court Road, London W1P OEP ("the Bank")

Short particulars of the property mortgaged or charged

See attached schedule.

Continue overleaf as necessary

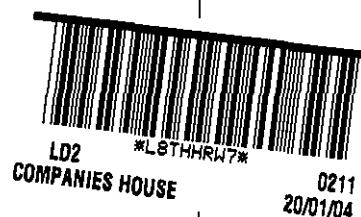
Presenter's name address and reference (if any):
Travers Smith Braithwaite
10 Snow Hill
London
EC1A 2AL

MJA/2039700

Time critical reference

For official Use
Mortgage Section

Post room



M

Please do not
write in
this margin

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

Date of the acquisition of the property 31 December 2003

Signed [Signature] Designation ‡ Director Date 19/01/04

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payable to
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mortgage or
charge.
(See Note 3)

‡ 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

1. SECURITY

The Chargor with full title guarantee charged with the payment and discharge of all moneys and liabilities and covenanted to be paid or discharged by it:-

(a) by way of legal mortgage all the freehold and leasehold property of the Chargor the title to which is registered at HM Land Registry and which is described opposite its name in the schedule hereto together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon;

(b) by way of legal mortgage all other freehold and leasehold property of the Chargor vested in it as of 7th July 1999 (whether or not registered at HM Land Registry) together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon;

(c) by way of first fixed charge all future freehold and leasehold property of the Chargor together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon and all the goodwill and uncalled capital for the time being of the Chargor;

(d) by way of first fixed charge all book debts and other debts as at 7th July 1999 and from time to time due or owing to the Chargor;

(e) by way of first floating charge all other the undertaking and assets of the Chargor whatsoever and wheresoever both present and future but so that the Chargor is not at liberty to create any mortgage or charge upon and so that no lien shall in any case or in any manner arise on or affect any part of the said premises either in priority to or pari passu with the charge created under the Deed and further that the Chargor shall have no power without the consent of the Bank to part with or dispose of any part of such premises except by way of sale in the ordinary course of its business.

Any debentures mortgages or charges created after the Deed by the Chargor (otherwise than in favour of the Bank shall be expressed to be subject to the Deed. The Chargor shall subject to the rights of any prior mortgagee deposit with the Bank and the Bank during the continuance of the security shall be entitled to hold all deeds and documents of title relating to the Chargors' freehold and leasehold property for the time being and the Chargor shall on demand in writing made to it by the Bank at its own cost execute a valid legal mortgage of any freehold and leasehold properties acquired by it after 7 July 1999 and the fixed plant and machinery thereon to secure the payment and discharge to the Bank of the moneys and liabilities thereby secured such legal mortgage to be in such form as the Bank may require.

2. CONTINUING SECURITY

The security shall be a continuing security to the Bank notwithstanding any settlement of account or other matter or thing whatsoever and shall be without prejudice and in addition to any other security whether by way of mortgage equitable charge or otherwise howsoever which the Bank may as at 7 July 1999 or any time thereafter hold on the property of the Chargor or any part thereof for or in respect of the moneys secured by the Deed or any of them or any part thereof respectively.

3. DEFINITION

"Chargor" means Camden Motors Limited (company number 312159)

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



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES