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CHFP041

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in black type or
bold block
lettering

* Insert full name
of company

390370/170
COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

395

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

COMPANIES HOUSE

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

For official use Company number

Name of company

030

03251401

* Camden Motors (Holdings) Limited (the "Company")

Date of creation of the charge

31 December 2003

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

Legal Charge dated 31 December 2003 made between (1) the Company and (2) the Bank
(the "Charge")

Amount secured by the mortgage or charge

The Company has covenanted with the Bank that the Company will on demand in writing made to the Company pay or discharge to the Bank all moneys and liabilities which shall for the time being (and whether on or at any time after such demand) be due owing or incurred to the Bank by the Company whether actually or contingently and whether solely or jointly with any other person and whether as principal or surety including interest discount commission or other lawful charges and expenses which the Bank may in the course of its business charge in respect of any of the matters aforesaid or for keeping the Company's account and so that interest shall be computed and compounded according to the usual mode of the Bank as well after as before any demand made or judgment obtained under the Charge and will on such demand also retire all bills or notes which may for the time being be under discount with the Bank and to which the Company is a party whether as drawer acceptor maker or indorser without any deduction whatsoever (the "Secured Obligations").

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

Barclays Bank PLC of 54 Lombard Street, London (the "Bank")

Postcode WRI 3AD

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

Cheryl Deakin
Osborne Clarke, Hillgate House
26 Old Bailey EC4M 7HW
DX

For official use
Mortgage section

Post room

A36
COMPANIES HOUSE

AA32SRRZ

0673
15/01/04

Time critical reference

A41
COMPANIES HOUSE

A676CRM

0431
10/01/04

Short particulars of all the property mortgaged or charged

By way of security for the Secured Obligations, the Company with full title guarantee has charged by way of legal mortgage the freehold property being land and buildings lying to the south east side, land and buildings to the east of and land and buildings of the south east of Leicester Road, Newbold and registered at HM Land Registry with title nos. WK164006, WK233709 and WK307744.

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

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Particulars as to commission allowance or discount (note 3)

N/A

Signed

Osborne Clarke

Date

8/1/04

On behalf of ~~XXXXXX~~ [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.
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.

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 DATED THE 31st DECEMBER 2003 AND CREATED BY CAMDEN MOTORS (HOLDINGS) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 15th JANUARY 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 16th JANUARY 2004.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —