

637198 / 273

COMPANIES FORM No. 395

M**Particulars of a mortgage or charge****395**

A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

CHFP025

Pursuant to section 395 of the Companies Act 1985

Please do not
write in
this margin

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

* insert full name
of Company

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

For official use

Company number

3

04169831

Name of company

FPS Distribution Limited (the **Chargor**)

Date of creation of the charge

29 May 2009

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

A debenture dated 29 May 2009 between the Chargor and the Security Trustee (the **Debenture**).

Amount secured by the mortgage or charge

All the liabilities of the Obligors to the Secured Parties under or pursuant to the Secured Documents and the Pension Secured Liabilities except for any liabilities which, if secured by the Debenture, would result in a contravention by the Chargor of section 151 of the Companies Act 1985 (the **Secured Liabilities**).

Note: Capitalised terms not defined on this page are defined in the M395 Continuation Sheet attached.

Please return
via
CH London Counter

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

The Royal Bank of Scotland Plc, 280 Bishopsgate, London, as trustee for the Secured Parties (the **Security Trustee**).

Postcode EC2M 4RB

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

Denton Wilde Sapte LLP
One Fleet Place
London EC4M 7WS
JPCI/CGA/70001.00461

Time critical reference

For official Use (02/00)

Mortgage Section

Post room

THURSDAY



LD3

L57YRAMI

11/06/2009

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COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

See the M395 Continuation Sheet attached.

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in black type, or
bold block
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Particulars as to commission allowance or discount (note 3)

NIL

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

Signed

Denton Widesapra LLP

Date

10/6/09

On behalf of [company] [mortgagee/chargee][†]

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 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.
- 5 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

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* insert full name
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Short particulars of all the property mortgaged or charged (continued)

1 Covenant to pay

The Chargor covenanted with the Security Trustee and the other Secured Parties that they will on demand pay and discharge the Secured Liabilities when due.

2 Creation of Security**2.1 Land**

The Chargor charged:

- (a) by way of legal mortgage its interest in the Land referred to opposite its name in Schedule 1 (*Land charged by way of legal mortgage*); and
- (b) by way of fixed charge any right, title or interest which it has now or may subsequently acquire to or in any other Land.

2.2 Shares

The Chargor mortgaged or (if or to the extent that the Debenture does not take effect as a mortgage) charged by way of fixed charge:

- (a) all Shares, other than in respect of Broomco (4182) Limited and Sarcon (No.312) Limited only the Excluded Assets until such time as consent is obtained from the JV Partner consenting to the relevant Chargor creating Security over the shares it holds in that JV Company pursuant to the Debenture; and
- (b) all related Distribution Rights.

2.3 Investments

The Chargor mortgaged or (if and to the extent that the Debenture does not take effect as a mortgage) charged by way of fixed charge:

- (a) all Investments; and
 - (b) all related Distribution Rights,
- including those held for it by any nominee.

2.4 Equipment

The Chargor charged by way of fixed charge all Equipment in so far as it is not charged by way of legal mortgage under Clause 2.1 (*Land*).

2.5 Book Debts

The Chargor charged by way of fixed charge:

- (a) all Book Debts; and
- (b) all benefits, rights and Security held in respect of, or to secure the payment of, the Book Debts.

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* insert full name
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2.6 Non Trading Debts

The Chargor charged by way of fixed charge:

- (a) all Non Trading Debts; and
- (b) all benefits, rights and Security held in respect of, or to secure the payment of, the Non Trading Debts.

2.7 Accounts held with Secured Parties

2.7.1 The Chargor charged by way of fixed charge all amounts standing to the credit of:

- (a) each Account held with any Secured Party; and
- (b) any other account held with any Secured Party in its name or to which it is beneficially entitled.

2.7.2 Regardless of the terms on which moneys are credited to any Holding Account or Mandatory Prepayment Account in the name of a Chargor held with any Secured Party, no amount standing to the credit of that account will be or accrue due or payable to that Chargor until:

- (a) the Secured Liabilities have been paid and discharged in full; and
- (b) no Secured Party is under any obligation to make banking or other facilities available to any Chargor,

and until that time the relevant Chargor shall not request, demand or claim to be entitled to withdraw any amount from the account except (without prejudice to the Secured Parties' rights under the Debenture) in accordance with the terms of the Facility Agreement.

2.8 Intellectual Property

The Chargor charged by way of fixed charge all Intellectual Property, including, where a Chargor is a Trade Mark Chargor:

- (a) the Trade Mark Property which belongs to it now or at any time during the Security Period; and
- (b) all fees, royalties and other rights of every kind deriving from the Trade Mark Property.

2.9 Goodwill

The Chargor charged by way of fixed charge its goodwill.

2.10 Uncalled capital

The Chargor charged by way of fixed charge its uncalled capital.

2.11 Authorisations

The Chargor charged by way of fixed charge the benefit of all Authorisations held by it in relation to any Security Asset.

2.12 Assigned Agreements

2.12.1 The Chargor assigned absolutely all its rights and interests under:

- (a) the Assigned Agreements to which it was party to; and

Name of company

* insert full name
of company

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(b) each Intra-Group Loan which it had advanced.

2.12.2 Until an Event of Default occurs, but subject to Clause 7.6 (*Assigned Agreements and Insurances*) of the Debenture, the relevant Chargor may continue to deal with the counterparties to the relevant Assigned Agreements or the Intra-Group Loan, as the case may be.

2.13 Accounts held with third parties

The Chargor assigned absolutely or (if and to the extent that the assignment was not effective) charged by way of fixed charge all amounts from time to time standing to the credit of each account (including any Account) held with a party, other than the Security Trustee, in its name or to which it was beneficially entitled.

2.14 Insurances

2.14.1 The Chargor assigned absolutely all its rights and interests in the Insurances.

2.14.2 Until an Event of Default occurs, but subject to Clause 7.6 (*Assigned Agreements and Insurances*) of the Debenture, the Chargor may continue to deal with the counterparties to the Insurances.

2.15 Contractual rights

The Chargor charged by way of fixed charge all its rights under any agreement to which it is a party other than the Assigned Agreements which are effectively assigned by Clause 2.12 (*Assigned Agreements*).

2.16 Other assets

2.16.1 The Chargor charged by way of floating charge all its present and future business, undertaking and assets (including, without limitation, any property or assets situated in Scotland or governed by Scots law) which was not effectively mortgaged, charged by way of fixed charge or assigned under this Clause 2 but in respect of Broomco (4182) Limited and Sarcon (No. 312) Limited only, excluding the Excluded Assets until such time as consent is obtained from the JV Partner consenting to the relevant Chargor creating Security over the shares it holds in that JV Company pursuant to the Debenture.

2.16.2 Paragraph 14 of Schedule B1 to the Insolvency Act 1986 shall apply to any floating charge created by the Debenture.

2.17 Trust

2.17.1 Subject to Clause 2.17.2, if or to the extent that for any reason the assignment or charging of any Security Asset under Clauses 2.1 (*Land*) to 2.15 (*Contractual rights*) is prohibited, the Chargor holds it on trust for the Security Trustee.

2.17.2 If the reason referred to in Clause 2.17.1 is that:

(a) a consent or waiver must be obtained; or

(b) a condition must be satisfied,

then:

(i) subject to Clause 2.17.3, the Chargor shall apply for the consent or waiver; and

(ii) the Chargor shall use all reasonable endeavours to satisfy the condition,

in each case within 14 days of the date of the Debenture or, if the Security Asset is acquired after the date of the Debenture, within 14 days of the date of acquisition.

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2.17.3 Where the consent or waiver is not to be unreasonably withheld, the Chargor shall:

- (a) use all reasonable endeavours to obtain it as soon as possible; and
- (b) keep the Security Trustee informed of the progress of the negotiations to obtain it.

2.17.4 On the waiver or consent being obtained, or the condition being satisfied, the Security Asset shall be mortgaged, charged or assigned (as appropriate) under this Clause 2 and the trust referred to in Clause 2.17.1 shall terminate.

3 Nature of Security created

The Security created under the Debenture was created:

- (a) as a continuing security to secure the payment and discharge of the Secured Liabilities;
- (b) (except in the case of assets which are the subject of a legal mortgage under the Debenture) over all present and future assets of the kind described which are owned by the relevant Chargor and, to the extent that it does not own those assets, shall extend to any right or interest which it may have in them;
- (c) in favour of the Security Trustee as trustee for the Secured Parties; and

with full title guarantee (except that the covenant set out in section 3(1) of the Law of Property (Miscellaneous Provisions) Act 1994 shall extend to all charges, incumbrances and rights, even if the Chargor does not know and could not reasonably be expected to know about them).

4 Negative pledge

The Chargor shall not create or permit to subsist any Security over any Security Asset except for Permitted Security.

5 Definitions

Account means a Current Account, a Holding Account or a Mandatory Prepayment Account.

Acquisition Agreement shall have the same meaning given to it in the Facility Agreement.

Acquisition Documents means the Acquisition Agreement, the disclosure letter relating thereto and any other document designated as an Acquisition Document by the Agent and the Company.

Agent means The Royal Bank of Scotland Plc.

Ancillary Facility shall have the same meaning given to it in the Facility Agreement.

Ancillary Lender means each Lender (or Affiliate of a Lender) which makes available an Ancillary Facility in accordance with Clause 8 (*Ancillary Facilities*) of the Facility Agreement.

Assigned Agreements means the Acquisition Documents, the Hedging Agreements, and the Intra-Group Loan Agreements.

Authorisation means an authorisation, consent, permission, approval, resolution, licence, exemption, filing, notarisation or registration.

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Book Debts means, in relation to the Chargor, all its book debts arising in the ordinary course of trading.

Borrower means an Original Borrower or an Additional Borrower unless it has ceased to be a Borrower in accordance with Clause 30 (*Changes to the Obligors*) of the Facility Agreement and, in respect of an Ancillary Facility only, any Affiliate of a Borrower that becomes a borrower of that Ancillary Facility with the approval of the relevant Lender pursuant to the provisions of Clause 8.9 (*Affiliates of Borrowers*) of the Facility Agreement (in each case and unless otherwise defined in this Form 395, as such capitalised term defined in the Facility Agreement).

Card Documents means the agreements set out in Part 1 of Schedule 7 (*Card Documents*) of the Intercreditor Agreement.

Charged Property shall have the same meaning given to it in the Facility Agreement.

Company means Lookers Plc.

Current Account means each account, in relation to the Chargor, set out in Schedule 6 (*Current Accounts*) to the Debenture.

Delegate means any delegate, agent, attorney, co-trustee, custodian or nominee appointed by the Security Trustee, and includes any sub-delegate.

DFG Pension Documents shall have the same meaning given to it in the Intercreditor Agreement.

DFG Pension Secured Liabilities means the liabilities owed by an Obligor to the DFG Pension Trustee up to a maximum aggregate amount of £6,000,000.

DFG Pension Trustee means the Dutton-Forshaw Trustee Company Limited.

Distribution Rights means all allotments, accretions, offers, options, rights, bonuses, benefits and advantages, whether by way of conversion, redemption, preference, option or otherwise which at any time accrue to or are offered or arise in respect of any Investments or Shares, and includes all dividends, interest and other distributions paid or payable on or in respect of them.

Equipment means, in relation to the Chargor, all its fixed and moveable plant, machinery, tools, vehicles, computers and office and other equipment and the benefit of all related Authorisations, agreements and warranties.

Event of Default means any event or circumstance specified as such in Clause 27 (*Events of Default*) of the Facility Agreement.

Excluded Assets means:

- (a) the 1,980,000 ordinary shares of £1 each held by Broomco (4182) Limited in Lookers Birmingham Limited (company number 03379223); and
- (b) the 1,237,500 ordinary shares of £1.00 each held by Sarcon (No.312) Limited in Charles Hurst Motors Limited (company number NI025262).

Existing Hedging Agreements shall have the same meaning given to it in the Facility Agreement.

Facility means Facility A, Facility B or Facility C (in each case, as such capitalised term defined in the Facility Agreement) or an Ancillary Facility.

Facility Agreement means the facility agreement originally dated 14 September 2006 between, among others, the Company as borrower, the Chargors, the Security Trustee and certain other Finance Parties (as defined in

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that agreement) (as amended and restated on 26 October 2007, on 29 May 2009 and as amended from time to time).

Finance Party means the Agent, the Mandated Lead Arranger, the Security Trustee, a Lender, a Hedge Counterparty, an Ancillary Lender or a Supplemental Ancillary Facility Lender provided that where the term "Finance Party" is used in, and construed for the purposes of, this Agreement or the Intercreditor Agreement, a Hedge Counterparty shall be a Finance Party only for the purpose of:

- (a) the definition of Secured Parties;
- (b) Clause 1.2.1(a) (*Construction*) of the Facility Agreement;
- (c) paragraph (c) of the definition of Material Adverse Effect in the Facility Agreement;
- (d) Clause 22 (*Guarantee and Indemnity*) of the Facility Agreement; and
- (e) Clause 32 (*Conduct of business by the Finance Parties*) of the Facility Agreement.

FX Document means any master agreement, confirmation schedule or other agreement entered into by any Obligor and an FX Lender as set out in Schedule 7, Part 3 (*FX Documents*) of the Intercreditor Agreement.

FX Lender shall have the same meaning given to it in the Intercreditor Agreement.

Group means the Company and each of its Subsidiaries for the time being (including each JV Company) and **Group Company** means any one of them.

Hedging Agreement means the Existing Hedging Agreements and any master agreement, confirmation, schedule or other agreement entered into or to be entered into by the Company or any other Obligor and a Hedge Counterparty for the purpose of hedging interest rate liabilities in relation to the Facilities in accordance with the provision of Clause 26.32 (*Treasury Transactions*) of the Facility Agreement.

Hedge Counterparty means:

- (a) any Lender; or
- (b) any person which has become a Party as a Hedge Counterparty in accordance with Clause 28.8. (*Affiliates of Lenders as Hedge Counterparties*) of the Facility Agreement,

which, in each case, is or has become, a party to the Intercreditor Agreement as a Hedge Counterparty in accordance with the provisions of the Intercreditor Agreement.

Hedging Document means the agreements set out in Schedule 7, Part 2 (*Hedging Agreements*) of the Intercreditor Agreement.

Holding Account means an account:

- (a) held by a Group Company in its jurisdiction of incorporation with the Agent or Security Trustee;
- (b) identified in a letter between the Company and the Agent as a Holding Account; and
- (c) subject to Security in favour of the Security Trustee which Security is in form and substance satisfactory to the Security Trustee,

(as the same may be redesignated, substituted or replaced from time to time).

Insurance means, in relation to a Chargor, each contract or policy of insurance to which the Chargor is a party or

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in which it has an interest.

Intellectual Property means:

- (a) any patents, petty patents, trade marks, service marks, trade names, domain names, rights in designs, software rights, utility models, database rights, copyrights, rights in the nature of copyright, and all other forms of intellectual or industrial property; and
- (b) any rights in or to inventions, formulae, confidential or secret processes and information, know-how and similar rights, goodwill and any other rights and assets of a similar nature; and
- (c) any other right to use, or application to register or protect, any of the items listed in paragraphs (a) or (b) above

arising or subsisting in any jurisdiction and whether registered or not.

Intercreditor Agreement means the intercreditor agreement dated 29 May 2009 between, among others, the Chargor and the Security Trustee.**Intra-Group Loan** means a loan made under an Intra-Group Loan Agreement or any other loan made by a member of the Group to another member of the Group, including a JV Company.**Intra-Group Loan Agreement** means an agreement under which a member of the Group has or will make available a facility to another member of the Group.**Investments** means all or any stocks, shares (other than any Shares), bonds and securities of any kind (marketable or otherwise), negotiable instruments and warrants and any other financial instruments (as defined in the Regulations).**JV Companies** means Lookers Birmingham Limited (company number 03379223) and Charles Hurst Motors Limited (company number NI025262) and **JV Company** means any one of them.**JV Partner** means, in respect of the JV Companies, Vauxhall Motors Limited (company number 06356274).**Land** has the same meaning as it has in section 205(1) of the Law of Property Act 1925.**Lender** means:

- (a) any Original Lender; and
- (b) any bank, financial institution, trust, fund or other entity which has become a Party in accordance with Clause 28 (*Changes to the Lenders*) of the Facility Agreement,

which in each case has not ceased to be a Party in accordance with the terms of the Facility Agreement.

Lookers Pension Documents shall have the same meaning given to it in the Intercreditor Agreement.**Lookers Pension Secured Liabilities** means the liabilities owed by an Obligor to the Lookers Pension Trustee up to a maximum aggregate amount of £9,000,000.**Lookers Pension Trustee** means Lookers Pension Plan Trustee Company Limited.**Mandated Lead Arranger** means the Royal Bank of Scotland Plc.**Mandatory Prepayment Account** means an interest-bearing account:

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- (a) held in England by a Borrower with the Agent or Security Trustee;
- (b) identified in a letter between the Company and the Agent as a Mandatory Prepayment Account;
- (c) subject to Security in favour of the Security Trustee which Security is in form and substance satisfactory to the Agent and Security Trustee; and
- (d) from which no withdrawals may be made by any Group Companies except as contemplated by the Facility Agreement,

(as the same may be redesignated, substituted or replaced from time to time).

Non Trading Debts means all debts and moneys due or payable to the Chargor except for Book Debts and those referred to in Clause 2.7 (*Accounts held with Secured Parties*) of the Debenture and Clause 2.13 (*Accounts held with third parties*) of the Debenture.

Obligor means any Group Company which has any obligation under any Secured Document or any Pensions Documents or which provides Security in respect of any Secured Liability.

Original Lender shall have the same meaning given to it in the Facility Agreement

Party shall have the same meaning given to it in the Facility Agreement.

Pensions Documents means the Lookers Pension Documents and the DFG Pension Documents.

Pension Secured Liabilities means the Lookers Pension Secured Liabilities and the DFG Pension Secured Liabilities.

Permitted Security means:

- (a) any Security arising under any Finance Document or constituted by any rights of set off contained in any Finance Document;
- (b) the deed of deposit dated 27 February 2008 granted in favour of Fiat Auto Financial Services (Wholesale) Limited by The Dutton-Forshaw Motor Company Limited in a maximum amount of £80,000;
- (c) the debentures both dated 29 September 2006 granted by FPS Distribution Limited and Ferraris Piston Services Limited in favour of Lloyds TSB Commercial Finance Limited up to a maximum aggregate amount secured of £8,000,000;
- (d) a debenture dated 19 February 2002 granted by Lookers Birmingham Limited in favour of D.S.M. Autos Limited;
- (e) any lien arising by operation of law and in the ordinary course of day-to-day trading activities;
- (f) any netting or set-off arrangement entered into by any member of the Group in the ordinary course of its banking arrangements for the purpose of netting debit and credit balances of members of the Group but only so long as (i) such arrangement does not permit credit balances of Obligors to be netted or set off against debit balances of members of the Group which are not Obligors and (ii) such arrangement does not give rise to other Security over the assets of Obligors in support of liabilities of members of the Group which are not Obligors;
- (g) any Security or Quasi Security arising under any retention of title, hire purchase or conditional sale arrangement or arrangements having similar effect in respect of goods supplied to a member of the Group in the ordinary course of its day to day trading activities and on the supplier's standard or usual terms and not arising as a result of any default or omission by any member of the Group;

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- (h) any Security permitted by the Agent with the approval of all Lenders in writing; and
- (i) any rent deposit deed entered into by any member of the Group from time to time in relation to the Properties

(in each case and unless otherwise defined in this Form 395, as such capitalised term defined in the Facility Agreement).

Receiver means a receiver, receiver and manager or administrative receiver of the whole or any part of the Charged Property.

Secured Document means the Senior Finance Documents, Hedging Documents, Card Documents and FX Documents and any other document designated as a Secured Document in writing by the Agent.

Security means a mortgage, charge, pledge, lien, assignment by way of security, retention of title provision, trust or flawed asset arrangement (for the purpose of, or which has the effect of, granting security) or other security interest securing any obligation of any person or any other agreement or arrangement in any jurisdiction having a similar effect.

Security Assets means, in relation to the Chargor, all of its assets which are the subject of any Security created or to be created by the Debenture.

Secured Parties means each Finance Party from time to time party to this Agreement, each Hedge Counterparty and any Receiver or Delegate.

Security Period means the period starting on the date of the Facility Agreement and ending on the date on which the Agent is satisfied that all of the liabilities of the Obligors under each Finance Document are irrevocably discharged in full and no Finance Party has any commitment or liability, whether present or future, actual or contingent, in relation to the Facilities.

Senior Finance Document means the Facility Agreement, the Intercreditor Agreement, the Priority Agreement, the Amendment and Restatement Agreement, the Second Amendment and Restatement Agreement, the Supplemental Ancillary Facility Documents, any Accession Letter, any Ancillary Document, the Company Intra-Group Loan Agreement, any Compliance Certificate, any Fee Letter, any Transfer Certificate, any Hedging Agreement, any Resignation Letter, any Selection Notice, any Transaction Security Document, any Utilisation Request, each Co-ordinator Letter, any Hedge Counterparty accession letter and any other document designated as a "Finance Document" by the Agent and the Company provided that where the term "Finance Document" is used in, and construed for the purposes of, the Facility Agreement or the Intercreditor Agreement, a Hedging Agreement shall be a Finance Document only for the purpose of:

- (a) the definition of Material Adverse Effect in the Facility Agreement;
- (b) paragraph (a) of the definition of Permitted Transaction in the Facility Agreement;
- (c) the definition of Transaction Document in the Facility Agreement;
- (d) the definition of Transaction Security Document in the Facility Agreement;
- (e) Clause 1.2.1(g) (*Construction*) of the Facility Agreement;
- (f) Clause 22 (*Guarantee and Indemnity*) of the Facility Agreement; and
- (g) Clause 27 (*Events of Default*) (other than Clause 27.14.2 (*Repudiation and rescission of agreements*) and Clause 27.20 (*Acceleration*)) of the Facility Agreement

(in each case and unless otherwise defined in this Form 395, as such capitalised term defined in the Facility Agreement)

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Agreement).

Shares means all shares held by the Chargor in its Subsidiaries including, without limitation, those shares listed in Schedule 2.

Subsidiary means a subsidiary within the meaning of section 1159 of the Companies Act 2006.

Supplemental Ancillary Facilities shall have the same meaning given to it in the Facility Agreement.

Supplemental Ancillary Facility Lender shall have the same meaning given to it in the Intercreditor Agreement.

Trade Mark means each United Kingdom registered trade mark described in Part 1 of Schedule 8 to the Debenture.

Trade Mark Application means each application for the United Kingdom registration of a trade mark as described in Part 2 of Schedule 9 (*Trade Marks*) of the Debenture.

Trade Mark Chargor means the Chargor that owns Trade Mark Property.

Trade Mark Property means:

- (a) all Trade Marks;
- (b) all Trade Mark Applications;
- (c) any goodwill of the Chargor's business to which any Trade Mark or Trade Mark Application relates; and
- (d) any other right which may arise from, relate to, or be associated with any Trade Mark or Trade Mark Application or, in either case, its use in the Chargor's business.

Schedule 1- Land charged by way of legal mortgage**Registered Land**

No.	Name of Obligor	Property	Property Description	Tenure (FH, LLH, SLH)	Title number(s)
1	Lookers North West Limited (CRN 143470) (Lookers Motor Group Limited)	Altrincham - Nissan and Renault 264 Manchester Road	264 Manchester Road, Altrincham (WA14 5LZ)	SLH	MAN2972
2	The Dutton-Forshaw Motor Company Limited (CRN: 680734)	Ashford - Orbital Park, Monument Way	Land on the north side of Monument Way, Ashford	FH	K879181 K890607
3	The Dutton-Forshaw Motor Company Limited (CRN: 680734)	Battersea - 98 York Road	Land and buildings at 98 York Road, London SW11 3RD	FH	LN156266
4	The Dutton-Forshaw Motor Company Limited (CRN: 680734)	Battersea - 50 Lombard Road	Land and buildings at 50 Lombard Road, London SW11 3SU	SLH	TGL173860
5	Lookers Motor Group Limited (CRN: 143470)	Benfleet - Stadium Way	Land being Block F, 57-61 (odd), Stadium Way, Benfleet (SS16 3TD)	SLH	EX810986

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5	Lookers Motor Group Limited (CRN: 143470)	Benfleet - Stadium Way	Land being Block F, 57-61 (odd), Stadium Way, Benfleet (SS7 3TS).	SLH	EX810986
6	Bolling Investments Limited (CRN: 100651)	Birkenhead - Falcon Road	Land and buildings on the East Side of Woodchurch Road, Birkenhead	FH	MS115009
7(a)	Bolling Investments Limited (CRN: 100651)	Birkenhead - Vauxhall 6 Woodchurch Road	Land and buildings on the West side of Woodchurch Road, Birkenhead	FH	MS365945
7(b)	Lookers G, B & E Limited (CRN: 71513)		All that land and buildings known as 2 and 4 Woodchurch Road, Oxtou, more particularly described in a conveyance dated 31 March 1952 and made between Mrs A Jackson and Mr L Jackson(1) Messrs Garlick Burrell & Edwards Limited(2)	FH	Unregistered
7(c)	Bolling Investments Limited (CRN: 100651)		Land and buildings on the East side of Woodchurch Road, Birkenhead	FH	MS240749
7(d)	Bolling Investments Limited (CRN: 100651)		Land lying to the North West of Kings Mount, Oxtou	FH	MS255505
7(e)	Bolling Investments Limited (CRN: 100651)		Land and buildings on the East Side of Woodchurch Road, Birkenhead	FH	MS115009
8	Bolling Investments Limited (CRN: 100651)	Birmingham - 201 Stockfield Road, Yardley	Land and buildings on the south west side of Aminington Road, Tyseley, Birmingham and 201 Stockfield Road, Yardley, Birmingham	FH	WM260771 WM773363 WM773362
9	Bolling Investments Limited (CRN: 100651)	Bishop Stortford - Landrover Dunmow Road	Land and buildings at Stortfold Hall Industrial Park, Dunmow Road, Bishop's Stortford	SLH	HD367472

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10(a)	Bolling Investments Limited (CRN: 100651)	Blackburn - Cleaver Street	Land on the south east side of Cleaver Street, Blackburn	FH	LA678473
10(b)	Bolling Investments Limited (CRN: 100651)		Land on the south east side of Cleaver Street, Blackburn	LLH	LA669210
10(c)	Bolling Investments Limited (CRN: 100651)		Land on the north west side of Quarry Street, Blackburn	LLH	LA678474
10(d)	Bolling Investments Limited (CRN: 100651)		Land on the north west side of Quarry Street, Blackburn	LLH	LA678305
11(a)	Bolling Investments Limited (CRN: 100651)	Blackburn - Quarry Street	Land on the south east side of Quarry Street	LLH	LA765221
11(b)	Bolling Investments Limited (CRN: 100651)		Land and buildings on the north east side of Eaham, Blackburn	LLH	LA753759
11(c)	Bolling Investments Limited (CRN: 100651)		The whole of the transferor's estate right and interests in the land transferred by a transfer dated 30 September 1994 made between (1) Lookers (J&S) Limited and (2) Bolling Investments Limited	FH	Unregistered
12	Bolling Investments Limited (CRN: 100651)	Blackburn - Unit 1, Trident Park, Trident Way Whitebirk Drive, - Bodyshop	Land at 1 Trident Park, Trident Way, Blackburn BB1 3NU	FH	LA963143
13	Bolling Investments Limited (CRN: 100651)		Land and buildings at the rear of Unit 1 Trident Park, Whitebirk Drive, Blackburn	FH	LAN14695
14	The Dutton Forshaw Motor Company Limited (CRN: 680734)	Blackpool - Ashworth Road (VW)	Land on the South East side of Chapel Road, Blackpool	FH	LA848706
15	The Dutton-Forshaw Motor Company Limited (CRN: 680734)	Blackpool - Citroen Amy Johnson Way, Blackpool Business Park	Land on the corner of Awoe Crescent and Amy Johnson Way, Blackpool, FY4 2RP	LLH	LA853102

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16	The Dutton-Forshaw Motor Company Limited (CRN: 680734)	Braintree - Ford Rayne Road	Land and buildings on the south side of Rayne Road, Braintree	FH	EX577083
17	Bramall & Jones VW Limited	Boston, Marsh Lane	Land and buildings at Marsh Lane, Boston as is more particularly described in a Transfer dated 10 March 2008 between Newco 2008 Limited (1) and Bramall & Jones VW Limited (2) (less the land comprised in a Transfer dated 28 April 2008 between Bramall & Jones VW Limited (1) and Bramall & Jones Limited (2))	FH	New title number to be allocated on registration of transfer (LL306216)
18	APEC Limited (CRN: 851110)	Bristol - Armstrong Way	Land and building on the north side of Armstrong Way, Yate, Bristol	FH	AV214261
19	Bolling Investments Limited (CRN: 100651)	Bristol - Netham Road	Netham Works, Netham Road, St Annes, Bristol	LLH	BL57818
20(a)	Bolling Investments Limited (CRN: 100651)		Land on the east side of Netham Road, Bristol	FH	BL103480
20(b)	Bolling Investments Limited (CRN: 100651)		Land on the east side of Netham Road, St Annes, Bristol	FH	BL54825
20(c)	Bolling Investments Limited (CRN: 100651)		Land lying to the east of Netham Road Bristol	FH	BL83015
20(d)	Bolling Investments Limited (CRN: 100651)		Land on the east side of Netham Industrial Estate, Netham Road, Bristol	SLH	BL85679 and BL87762
21	Bolling Investments Limited (CRN: 100651)	Bristol - Blackswarth Road, St Georges	Land and buildings on the west side of Blackswarth Road, St George	FH	AV193568
22	Bolling Investments Limited (CRN: 100651)	Burnley - Accrington Road	Land and buildings on the north east side of Barracks Road, Burnley	FH	LA270866
23	Bolling Investments Limited (CRN: 100651)	Burton-on-Trent - Brindley Way	Plot 3a, Stretton Park, Derby Road, Stretton and land on north west side of Derby Road, Stretton	FH	SF456206 SF464038

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24	Lookers Southern Limited (CRN: 3000860)	Bury St. Edmunds - Newmarket Road (also known as premises at Blenheim Park Industrial Estate, Dettingham Way, Bury St. Edmunds)	Land and buildings on the South West side of Newmarket Road, Bury St. Edmunds	SLH	SK276149
25(a)	The Dutton-Forshaw Motor Company Limited (CRN: 680734)	Canterbury - Broad Oak road	Land and buildings on the South East side of Broad Oak road, Canterbury	SLH	K679966
25(b)	The Dutton-Forshaw Motor Company Limited (CRN: 680734)		Land on the South East Side of Broad Oak Road, Canterbury	FH	K95595
26	Bolling Investments Limited (CRN: 100651)	Canterbury - Broad Oak Road	Land and building on the south east side of Broad Oak Road, Canterbury	FH	K560725
27	The Dutton-Forshaw Motor Company Limited (CRN: 680734)	Cardiff - Peugeot Hadfield Road	Land on south west side of Hadfield Road, Leckwith, Cardiff	LLH	CYM117272
28	The Dutton - Forshaw Motor Group Limited (now known as The Dutton-Forshaw Motor Company Limited) (CRN680734)	Cardiff - Alfa Romeo/Citroen Colchester Avenue, Off Newport Road	Land and buildings at Colchester Avenue, Cardiff	SLH	WA604300
29	Bolling Investments Ltd (CRN: 100651)	Chelmsford - Chelmer Village (Landrover & Renault) Cuton Hall Lane	Land and buildings on the south side of Cuton Hall Lane, Springfield, Chelmsford, Essex	LLH	EX572880
30	Lookers Southern Limited (CRN: 3000860)	Chelmsford - Chelmsford Toyota 2 Argyll Road, Dukes Park Ind Est	Unit 2, Argyll Road, Chelmsford, Essex CM2 6PY	FH	EX349343
31	The Dutton-Forshaw Motor Company Limited (CRN: 680734)	Chelmsford - Service Centre for Jaguar/Volvo and Ford Used 30 Robjohns Road, Widford Industrial Estate	Plots 10 and 11 Widford Industrial Estate, Robjohns Road, Chelmsford, Essex	FH	EX693312
32	The Dutton-Forshaw Motor Company Limited (CRN: 680734)	Chelmsford - Ford 109 Rainsford Road	107 and 109 Rainsford Road, Chelmsford, Essex CM1 2PF	FH	EX602123

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33	The Dutton-Forshaw Motor Company Limited (CRN: 680734)	Chelmsford - Ford 6 Bilton Road	Building 0471 (Postal 6) 6 Bilton Road, Chelmsford, Essex	SLH	Unregistered
34	The Dutton-Forshaw Motor Company Limited (CRN: 680734)	Chelmsford - South Woodham Ferrers - Ford Haltwhistle Road, Western Industrial Estate	Land and buildings on the North West side Haltwhistle Road, South Woodham Ferrers	SLH	EX392503
35	Bolling Investments Limited (CRN: 100651)	Chester - SeaLand Road (Vauxhall)	Land on the North East Side or Sealand Road, Chester	FH	CH479542
36(a)	Bolling Investments Limited (CRN: 100651)	Chester - SeaLand Road (Renault)	300 Sealand Road, Chester, CH1 4LQ	FH	CH454912
36(b)	Bolling Investments Limited (CRN: 100651)		Land and buildings on the North Side of Sealand Road, Chester	FH	CH63958
36(c)	Bolling Investments Limited (CRN: 100651)	Chester - SeaLand Road (Saab)	Land on the South Side of 302 Sealand Road, Chester, CH1 4LQ	FH	CH87426
37	Lookers North West Limited (CRN 143470) (now known as Lookers Motor Group Limited)	Chester - SeaLand Road (Nissan)	302 Sealand Road, Chester, CH1 4LQ	FH	CH280106
38(a)	Bolling Investments Limited (CRN:1006510)	Chester - High Street	Land and buildings on the South of High Street, Saltney, Chester	FH	WA821867
38(b)	Bolling Investments Limited (CRN:100651)		Land being Border House, High Street, Saltney, Chester CH4 8SE	FH	WA959061
39	Bolling Investments Limited (CRN: 100651)	Clacton-on-Sea - Ford Valleybridge Road	Land and buildings on the South side of Valleybridge Road, Clacton-on-Sea	FH	EX562867
40	The Dutton-Forshaw Motor Company Limited (CRN: 680734)		Land at Valleybridge Road, Clacton-on-Sea, CO15 4AD	SLH	EX595300
41(a)	Bolling Investments Limited (CRN: 100651)	Colchester - Renault 72-78 Military Road	72 to 82 (Even) and 86 Military Road, Colchester, CO1 2AN	FH	EX646827
41(b)	Bolling Investments Limited (CRN: 100651)		Land at 72-86 (even) Military Road, Colchester	FH	EX724246

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FPS Distribution Limited

42	The Dutton-Forshaw Motor Company Limited (CRN: 680734)	Colchester - Ford 61 Magdalen Street	Land being 61 Magdalen Street, Colchester, CO1 2JU	FH	EX577477
43	The Dutton-Forshaw Motor Company Limited (CRN: 680734)	Colchester - Ford 70 Barrack Street	Land being 64D and 70 Barrack Street, Colchester	FH	EX577215
44	The Dutton-Forshaw Motor Company Limited (CRN: 680734)	Colchester - (Ford) 4 Newcomen Way, Severalls Business Park	Land being 4 Newcomen Way, Severalls Industrial Park, Colchester	LLH	EX720114
45	Lookers Southern Limited (CRN: 3000860)	Colchester - Volvo and Landrover Cowdray Avenue	Land Rover, Cowdray Avenue, Colchester, CO1 1XX	SLH	EX766407
46	The Dutton-Forshaw Motor Company Limited (CRN: 680734)	Colchester - Hawkins Road	Land at the Junction of Hawkins Road and Hyde Station Road	FH	EX408993
47	Lookers North West Limited (CRN: 143470) (now Lookers Motor Group Limited)	Derby - Honda Sir Frank Whittle Road	Lookers Honda, Sir Frank Whittle Road/Mansfield Road, Derby (DE21 4RX)	SLH	DY350102
48	Bolling Investments Limited (CRN:100651)	Doncaster - Wheatley Hall Road	Land on the North East side of Crompton Road and on the South East Side of Wheatley Hall Road, Doncaster	LLH	SYK357085 (good leasehold)
49	Lookers Southern Limited (CRN: 3000860)	Ealing - 152 Dukes Road, Western Ave, London W3	152 Dukes Road, London, W3 0SL	SLH	AGL19618
50	Lookers Southern Limited (CRN: 3000860)	Eastbourne - MB Eastbourne Road, West Ham	Unit 32, Mountney Bridge Business Park, Eastbourne Road, Westham and parking space	SLH	ESX199261
51	Lookers Southern Limited (CRN: 3000860)		Unit 39-42, Mountney Bridge Business Park, Westham, Pevensey, BN24 5NJ	SLH	ESX321897
52(a)	Bolling Investments Limited (CRN: 100651)	Ellesmere Port - Chevrolet and Vauxhall Rossmore Road East	Land and buildings at Rossmore Trading Estate, Ellesmere Port	LLH	CH562020
52(b)	Lookers Motor Group Limited (CRN: 143470)		Land at Rossmore Road East, Ellesmere Port, CH65 3BW	LLH	CH565389

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53	Lookers Southern Limited (CRN: 3000860)	Gatwick - Smart and MB County Oak Way, Crawley	Land on the south west side of County Oak Lane, County Oak	FH	WSX128873
54	Bolling Investments Limited (CRN: 100651)	Grimsby - Doughty Road	Land on the east side of Doughty Road	FH	HS82229
55(a)	Bolling Investments Limited (CRN: 100651)	Hadleigh - 187/197 London Road	Land and buildings on the north side of London Road, Hadleigh	FH	EX5509
55(b)	Bolling Investments Limited (CRN: 100651)		Templewood Filling Station, London Road, Hadleigh	LLH	EX458867
56	Bolling Investments Limited (CRN: 100651)	Hadleigh - Stephenson Road	9 Stephenson Road, Southend-on-Sea, SS9 5LY	FH	EX421543
57	Bolling Investments Limited (CRN: 100651)	Hadleigh - Farraday Road	Land and buildings on the north east side of Faraday Road	FH	EX718349
58	Lookers Southern Limited (CRN: 3000860)	Ipswich - London Road	Land lying to the South West of London Road, Ipswich	LLH	SK73330
59	Lookers Motor Group Limited (CRN: 143470)	Lincoln - VW Outer Circle Road	Land on the east side of Outer Circle Road, Lincoln LN2 4HW	SLH	LL304583
60	Bolling Investments Limited (CRN: 100651)	Liverpool - Chrysler, Dodge, Jeep 133 Sefton Street	Land on the North East side of Sefton Street, Liverpool	FH	MS314565
61	Lookers Motor Group Limited (CRN: 143470)	Liverpool South of Warwick Street	Land on the south side of Warwick Street, Liverpool	SLH	MS482108
62	Ferraris Piston Service Limited (CRN: 4148298)	London - Staples Corner	Unit 8, Phoenix Park Industrial Estate, Apsley Way, Staples Corner, London NW2	SLH	Unregistered
63	Ferraris Piston Service Limited (CRN: 4148298)		Unit 7, Phoenix Park Industrial Estate, Apsley Way, Staples Corner, London NW2	SLH	Unregistered

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64	Ferraris Piston Service Limited (CRN: 4148298)		Service Yard Adjacent to Units 7&8 Phoenix Park Industrial Estate, Apsley Way, Staples Corner, London NW2	SLH	Unregistered
65	Bolling Investments Limited (CRN: 100651)	Macclesfield - Kia and Renault Lyme Green Business Park, Winterton Way	Land and buildings at Lyme Green Business Park, Winterton Way, Macclesfield	LLH	CH469824
66	Bolling Investments Limited (CRN: 100651)	Market Harborough Hillcrest Farm/Northampton Road/Leicester Road	Land being Hillcrest Farm, Market Harborough	FH	LT275472
67	Bolling Investments Limited (CRN:100651)	Matlock Darley Dale	Land on the East Side of Dale Road North, Darley Dale, Matlock DE4 2HX	FH	DY185517
68	The Dutton-Forshaw Motor Company Limited (CRN: 680734)	Maidstone - Smart, Mercedes Benz Bircholt Road, Parkwood	Land on the south east side of Bircholt Road, Park Wood Industrial Estate, Boughton, Monchelsea	LLH	K446292
69	Ferraris Piston Services Limited (CRN: 4148298)	Manchester - Trafford Park	Unit 2, The Redwing Center, Trafford Park, Manchester	SLH	Unregistered
70	Ferraris Piston Service Limited	Newcastle - Brough Park	Units 5/6 Brough Park Trading Estate, Newcastle upon Tyne	SLH	Unregistered
71	The Dutton-Forshaw Motor Company Limited (CRN: 680734)	Newport- Peugeot Newport Retail Park, Spyty Road	Unit 1 Newport Retail Park, Newport	SLH	CYM188005
72	Bolling Investments Limited (CRN:100651)	Northallerton - VW Darlington Road	Land on the east side of Darlington Road, Northallerton	FH	NYK165389
73	Bolling Investments Limited (CRN: 100651)	Northwich - Fiat & Renault Unit 1, Wincham Business Park, Wincham Lane	Land on the east side of Wincham Avenue, Northwich	FH	CH431827 CH460201
74	Bolling Investments Limited (CRN:100651)	Norwich - Hall Road	Land and buildings on the South East side of Hall Road, Norwich	SLH	NK82559

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75	Bolling Investments Limited (CRN:100651)		Land being Land on the east side of Hall Road, Norwich	SLH	NK131184
76	Lookers North West Limited (CRN: 143470) (now known as Lookers Motor Group Limited)	Nottingham - Honda Lenton Lane	Land and buildings on the East side of Lenton Lane, Nottingham.	SLH	NT373111
77	Lookers Southern Limited (CRN: 3000860)	Rayleigh - Toyota Arterial Road	Shell Arterial, Arterial Road, Rayleigh SS6 7UP	FH	EX629290
78	Ferraris Piston Service Limited (CRN: 4148298)	Reading - Suttons Business Park	Unit 54, Suttons Business Park, Suttons Park Avenue, Earley, Reading, RG6 1AZ	SLH	BK409528
79	Lookers Southern Limited (CRN: 03000860)	Redhill - MB 12 Brighton Road	Unit 1, 12 Brighton Road, Redhill, RH1 6QW	SLH	SY643491
80	Lookers Southern Limited (CRN: 3000860)	Romford - Toyota Gallows Corner, A127 Arterial	Toyota, Gallows Corner, Southend Arterial Road, Harold Wood, Romford	FH	EGL254492
81	Bolling Investments Limited (CRN: 100651)	Scarsbrick - Honda, 53-55 Southport Road	53-55 Southport Road and land at the back of 53-55 Southport Road, Scarsbrick PR8 5JF	FH	LA400927 LA560067 LAN65984 LAN65985
82	Bolling Investments Limited (CRN: 100651)	Sheffield - Parkway One Business Centre	Land lying to the north of Parkway Drive, Sheffield	FH	SYK523932
83	Bolling Investments Limited (CRN: 100651)	Sheffield - Ford 10 Savile Street East	Land on the south east side of Savile Street East, Sheffield	FH	SYK377305
84	Bolling Investments Limited (CRN: 100651)	Sheffield - Fred Mulley Road	Land on the north west side of Fred Mulley Road, Sheffield	FH	SYK465667
85	Bolling Investments Limited (CRN: 100651)	Southend - Priory Crescent	Land and buildings on the north side of Priory Crescent, Southend-on- Sea	FH	EX153967
86	Bolling Investments Limited (CRN: 100651)	Speke - Vauxhall Speke Hall Road, Liverpool	Land and buildings on the west side of Speke Hall Road and on the north side of Goodlass Road, Speke	LLH	MS282810

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87	Bolling Investments Limited (CRN: 100651)	St Helens - Vauxhall Knowsley Road	Land and buildings on the South Side of Knowsley Road	LLH	LA264364
88	Bolling Investments Limited (CRN: 100651)	St Helens - Knowsley Road	Land and buildings on the south side of Knowsley Road, St Helens	FH	MS253817 MS212187
89	Bolling Investments Limited (CRN: 100651)	Stockport - Fiat, Kia, Renault and Seat St Mary's Way	Land at St Mary's Way and land lying to the north east of St Mary's Way, Stockport	FH	GM534407 GM780364
90	The Dutton-Forshaw Motor Company Limited (CRN: 680734)	Sudbury - Ford Northern Road, Chiltern Industrial Estate	Barrett Lee Garage, Chilton Industrial estate, northern Road, Sudbury, CO10 2XQ	FH	SK285522
91	D.S.M. Autos Limited (CRN: 156214)	Sunderland - Western Hill	Land lying to the South of Western Hill	FH	DU10528
92	The Dutton-Forshaw Motor Company Limited (CRN: 680734)	Tonbridge - MB Vale Rise	Land lying to the North East of Vale Rise, Tonbridge and land on the south east side of The Junction between Vale Road and Vale Rise, Tonbridge	LLH	K393946 K410816
93	Bolling Investments Limited (CRN:100651)	Tuxford Eldon Street	Land and buildings on the East Side of Eldon Street, Tuxford	FH	NT230999
94	Bolling Investments Limited (CRN: 100651)	Wallasey - Chevrolet, Vauxhall 2 Rake Lane and Sun Garage	Land and buildings on the North West Side of Urmson Road, Wallasey and land being Sun Garage, Urmson Road, Wallasey	FH	MS92364 MS170518
95	The Dutton-Forshaw Motor Company Limited (CRN: 680734)	Wandsworth - Audi, Usedirect, Service Centre 65 Burr Road	65 Burr Road, London, SW18 4SQ	SLH	TGL291848
96(a)	Bolling Investments Limited (CRN:100651)	Warrington - Priestly Street / Honda Guardian Street	Land on the north west side of Lovely Lane, Warrington	FH	CH444430
96(b)	Bolling Investments Limited (CRN:100651)		Land at Priestley Street/Guardian Street, Warrington	FH	CH424207

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97(a)	PLP Motors Limited (CRN: 2511677)	Warrington - Vauxhall and Saab Winwick Road	Land on the east side of Winwick Road, Warrington	FH	CH370171
97(b)	PLP Motors Limited (CRN: 2511677)		Land and buildings on the east side of Winwick Road, Warrington	FH	CH340428
97(c)	PLP Motors Limited (CRN: 2511677)		Land and buildings on the north east side of Oliver Street, Warrington	FH	CH166014
98	PLP Motors Limited (CRN: 2511677)	Warrington - Accident Repair only - Bodyshops for Chevrolet, Saab and Vauxhall Old Liverpool Road, Sankey Bridges, Warrington	Land and buildings on the south side of Old Liverpool Road, Great Sankey, Warrington	LLH	CH198101
	PLP Motors Limited (CRN: 2511677)	Unclear which property is the showroom and	296 Old Liverpool Road, Warrington	FH	LA104805
	PLP Motors Limited (CRN: 2511677)	workshops and which is the body shops and parts	274-280 (even numbers) Old Liverpool Road, Warrington	LLH	LA151591 (good leasehold)
	PLP Motors Limited (CRN: 2511677)		298 Old Liverpool Road, Warrington	FH	LA157459
	PLP Motors Limited (CRN: 2511677)		306 Old Liverpool Road and Land adjoining, Warrington	FH	LA274320
	PLP Motors Limited (CRN: 2511677)		304 Old Liverpool Road, Warrington	FH	LA311956
	PLP Motors Limited (CRN: 2511677)		302 Old Liverpool Road, Warrington	FH	LA342247
	PLP Motors Limited (CRN: 2511677)		Land being 300 Old Liverpool Road, Warrington	FH	LA372765
	PLP Motors Limited (CRN: 2511677)		Land on the west side of Bridgeman Street, Warrington	FH	CH159465
	PLP Motors Limited (CRN: 2511677)	Warrington - North side of Old Liverpool Road	Land on the North Side of Old Liverpool Road, Warrington	LLH	LA101443 (good leasehold)

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	PLP Motors Limited (CRN:2511677)	Warrington - Liverpool Road	Land being part of 282- 292 (even), Liverpool Road, Great Sankey, Warrington	FH	CH546614
	PLP Motors Limited (CRN:2511677)	Warrington- Gate Warth Street (part of Liverpool Road which is close by)	Land formerly the sites of 1-11 (odd numbers) Gate Warth Street, Warrington	LLH	LA151592 (good leasehold)
	PLP Motors Limited (CRN: 2511677)	Warrington - South West of Liverpool Road	Land lying to the south west of Liverpool Road, Warrington	FH	LA303157
99	PLP Motors Limited (CRN: 2511677)	Widnes - Vauxhall Waterloo Road, Wellington Street	Land being roadway forming part of Marsh Street, Widnes and Units 1-7 Wellington Street, Widnes WA8 0QF	FH	CH248617 CH469555
100	The Dutton-Forshaw Motor Company Limited (CRN: 680734)	Wimbledon - Durnsford Industrial Estate	71 Weir Road, Durnsford Industrial Estate, Wimbledon	LLH	TGL125070

Schedule 2 - Shares

Name of Chargor	Subsidiary	Number and class of shares	Details of nominees (if any) holding legal title to shares
Lookers plc	D.S.M. Autos Limited (company number 00601147)	3,470,000 ordinary shares of £1.00 each	N/A
	The Charles Hurst Corporation Limited (company number NI 013590)	1,164,588 deferred cumulative preference shares of £1.00 each	N/A
		240,000 ordinary deferred shares of £1.00 each	N/A
		240,000 shares of \$0.001 each	N/A
	Cox & Co. (Lookers) Limited (company number 00296517)	1 ordinary share of £1.00	N/A

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	Truc-Bodies Limited (company number 00808258)	1 ordinary share of £1.00	N/A
	Lookers Thornton Engineering Limited (company number 00259251)	1 ordinary share of £1.00	N/A
Lookers Motor Group Limited	The Dutton-Forshaw Group Limited (company number 03456828)	99,700 ordinary shares of 10p each	N/A
	PLP Motors Limited (company number 02511677)	90,000 ordinary shares of £1.00 each	N/A
	Jackson & Edwards Limited (company number 00721878)	3,100 ordinary shares of £1.00 each	N/A
	Look 4 Car Credit Limited (company number 00993096)	1,200 ordinary shares of £1.00 each	N/A
	Look 4 Car Deals Limited (company number 01090437)	100 ordinary shares of £1.00 each	N/A
	Picking (Liverpool) Limited (company number 02423963)	100,000 ordinary shares of £1 each	N/A
		490,130 preference shares of £1.00 each	N/A
	Bramall & Jones VW Limited (company number 06514534)	100,000 ordinary shares of £1.00 each	N/A
FPS Distribution Limited	Ferraris Piston Service Limited (company number 04148298)	1 ordinary share of £1.00	N/A
	Apec Limited (company number 00851110)	2,000 ordinary shares of £1.00 each	N/A
	BTN Turbo Charger Service Limited (company number 01173050)	66,670 ordinary shares of £1.00 each	N/A
BTN Turbo Charger Service Limited	Turboparts Limited (company number 01365332)	1,000 ordinary shares of £1.00 each	N/A

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	Turbotune Limited (company number 02324372)	2 ordinary shares of £1.00 N/A each	
The Dutton - Forshaw Group Limited	Dutton - Forshaw Holdings Limited (company number 03456809)	100 ordinary shares of £1.00 each	N/A
Dutton - Forshaw Holdings Limited	The Dutton - Forshaw Motor Company Limited (company number 00680734)	26,834,793 deferred shares of 25p each	N/A
		826,834,793 ordinary shares of 1p each	N/A
D.S.M. Autos Limited	FPS Distribution Limited (company number 04169831)	42,050 'A' ordinary shares of 10p each	N/A
		695,418 ordinary shares of 10p each	N/A
	MB South Limited (company number 01097144)	100 deferred ordinary shares of £1.00 each	N/A
		100 ordinary shares of £1.00 each	N/A
	Lookers Southern Limited (company number 03000860)	82,192 ordinary shares of £1.00 each	N/A
	Lookers Motor Group Limited (company number 00143470)	23,500,000 ordinary shares of £1.00 each	N/A
	Bolling Investments Limited (company number 00100651)	268,000 ordinary shares of £1.00 each	N/A
	Platts Harris Limited (company number 01726323)	1,729,801 ordinary shares of £1.00 each	N/A
	Broomco (4182) Limited (company number 6888915)	100 ordinary share of £1.00 each	N/A
	Lookers Property (England) Limited (company number 06021572)	1 ordinary share of £1.00	N/A
	Lookers Property (Scotland) Limited (company number SC313133)	1 ordinary share of £1.00	N/A

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FPS Distribution Limited

Lookers Motors Limited 36,000 ordinary shares of N/A
(company number £1.00 each
00594131)

Burton Trade Centre 5,000 ordinary shares of N/A
Limited (company number £1.00 each
00623569)

Lookers South East 150,000 non-cumulative N/A
Limited (company number preference shares of
00908713) £1.00 each

15,000 ordinary shares of N/A
£1.00 each

Lookers Secretaries 15,000 ordinary shares of N/A
Limited (company number £1.00 each
01627841)

Lookers Property 1 ordinary share of £1.00 N/A
(Warehouse) Limited
(company number
06021862)

Lookers Property (NI) 1 ordinary share of £1.00 N/A
Limited (company number
NI062228)

Bramall & Jones VW
Limited

Lookers Leasing Limited 50,000 ordinary shares of N/A
(company number £1.00 each
05654532)

The Charles Hurst
Corporation Limited

Charles Hurst Holdings 2,161,389 ordinary shares N/A
Limited (company number of 25p each
NIR000134)

Sarcon (No.312) Limited 100 ordinary shares of N/A
(Company number £1.00 each
NI071326)

Charles Hurst Holdings
Limited

Charles Hurst Limited 95,500 ordinary shares of N/A
(company number £1.00 each
NI004882)

Balmoral Motors Limited 100,000 5.25% cumulative N/A
(company number preference shares of
NI00R284) £1.00 each

2,900,000 ordinary shares N/A
of 10p each

Hurst Fuels (Caledonia) 28,000 ordinary shares of N/A
Limited (company number £1.00 each
SC029957)

M395 Continuation Sheet

Company number

04169831

Name of company

* insert full name
of company

FPS Distribution Limited

	Adelaide Finance Limited (company number NI009917)	100 ordinary shares of £1.00 each	N/A
	Hurst Energy Services Limited (company number SC048315)	100 ordinary shares of £1.00 each	N/A
	Ulster Garages Limited (company number NI004551)	35,000 ordinary shares of £1.00 each	N/A
	Arran Oils Limited (company number SC050170)	1,000 ordinary shares of £1.00 each	N/A
Charles Hurst Limited	Bairds Cars Limited (company number NI012793)	30,000 ordinary shares of £1.00 each	N/A
	J.N. Holdings Limited (company number SC118294)	80,000 ordinary shares of £1.00 each	N/A
		120,000 ordinary 'A' shares of £1.00 each	N/A
		565,001 'A' preference shares of £1.00 each	N/A
		500,001 'B' preference shares of £1 each	N/A
Broomco (4182) Limited	Lookers Birmingham Limited (company number 033979223)	1,980,000 ordinary shares of £1.00 each	N/A
Bolling Investments Limited	Lookers Motor Market Limited (company number 03252483)	2 ordinary shares of £1.00 each	N/A
	Martins (Middlesbrough) Limited (company number 00759201)	89,501 ordinary share of £1.00	N/A
	Lookers Directors Limited (company number 00288491)	20,142 ordinary shares of £0.125 each	N/A
	Lookers North West Limited (company number 02269225)	1,937 shares of £1.00 each	N/A
	Lookers of Burton Limited (company number 00923924)	950 ordinary shares of £1.00 each	N/A

Name of company

* insert full name
of company

FPS Distribution Limited

Howdens of Harrogate 15,000 ordinary shares of N/A
Limited (company number £1.00 each
00146375)

Lookers of Macclesfield 169,115 ordinary shares N/A
(company number of £1.00 each
00216657)

Lookers of Colwyn Bay 500,000 ordinary shares N/A
Limited (company number of 5p each
00314699)

Cox & Co. (Lookers) 285,422 ordinary shares of N/A
Limited (company number £1.00 each
00296517)

Truc-Bodies Limited 51,907 ordinary shares of N/A
(company number £1 each
00808258)

Lookers Thornton 21,319 ordinary shares of N/A
Engineering Limited £1.00 each.
(company number
00259251)

The Dutton-Forshaw Motor Company Limited Savilles Auto Village Limited (NI023048) 251,000 ordinary £1 shares of £1.00 each N/A

Roadshow Limited 200,000 ordinary shares N/A
(company number of £1.00 each
03581849)

Dutton-Forshaw Limited 25,000 ordinary shares of N/A
(company number £1.00 each
00199033)

Dovercourt Motor Company Limited(The) 200,000 ordinary shares N/A
(company number of £1.00 each
00643930)

Lookers Directors Limited Lookers of Drewsbury 260,000 ordinary shares if N/A
Limited (company number £1.00 each
00743607)

Lookers of Northwich 10,000 ordinary shares of N/A
Limited (company number £1 each
00344529)

Lookers Norwich Limited 508,000 ordinary shares of N/A
(company number £1.00 each
00707770)

Name of company

* insert full name
of company

FPS Distribution Limited

Lookers of Barnsely 350,000 ordinary shares of N/A
Limited (company number £1.00 each
00743675)

Lookers (J & S Leaver) 150,000 ordinary shares of N/A
Limited (company number £1.00 each
00185044)

Lookers GB & E Limited 18,500 ordinary shares of N/A
(company number £1.00 each
00071513)

4,100 preference shares N/A
of £5.00 each

Lookers Bedale Garage 9,537 ordinary shares of N/A
Limited (company number £1.00 each
00237877)

Lookers (St. Helens) 822,000 ordinary shares N/A
Limited (company number of £1.00 each.
00327068)

Lookers of Bradford 100,000 ordinary shares N/A
Limited (company number of £1.00 each
00577604)

Lookers of Rochdale 15,000 ordinary shares of N/A
Limited (company number £1.00 each
00163796)

Lookers of Manchester 55,000 ordinary shares of N/A
Limited (company number £1.00 each
00360120)

Bristol Trade Centre 545,000 ordinary shares N/A
Limited (company number of £1.00 each
00367076)

Motor Trade Centres (UK) 1 ordinary share of £1.00 N/A
Limited (company number
05865392)

J.N. Holdings Limited Taggarts Motor Group 553,502 ordinary shares N/A
Limited (company number of £1.00 each
SC010868)

Taggarts Motor Group Ballcop (No.1) Limited 1,000 ordinary shares of N/A
Limited (company number SC £1.00 each
046638)

Ballcop (No.2) Limited 1,000 ordinary shares of N/A
(company number SC £1.00 each
050864)

Name of company

* insert full name
of company

FPS Distribution Limited

Ballcop (No.3) Limited (company number SC 021939)	7,000 ordinary shares of £1.00 each	N/A
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Ballcop (No.4) Limited (company number SC 038279)	10,000 ordinary shares of £1.00 each	N/A
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Ballcop (No.5) Limited (company number SC 023380)	100,000 ordinary shares of £1.00 each	N/A
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	6,000 6% cumulative preference i shares of £1.00 each	N/A
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Ballcop (No.7) Limited (company number SC 040599)	59,000 ordinary shares of £1.00 each	N/A
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Ballcop (No.8) Limited (company number SC 036030)	3,000 ordinary shares of £1.00 each	N/A
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Ballcop (No.9) Limited (company number SC 054545)	250,000 ordinary shares of £1.00 each	N/A
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Ballcop (No.10) Limited (company number SC 048723)	6,000 ordinary shares of £1.00 each	N/A
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Ballcop (No.11) Limited (company number SC 058044)	1,000 ordinary shares of £1.00 each	N/A
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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. 4169831
CHARGE NO. 3**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 29 MAY 2009
AND CREATED BY FPS DISTRIBUTION LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
OBLIGORS TO THE SECURED PARTIES UNDER THE TERMS OF
THE AFOREMENTIONED INSTRUMENT CREATING OR
EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO
CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 11
JUNE 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 16 JUNE 2009



Companies House
— for the record —

Hc mel



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES