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CHFP041

COMPANIES FORM No. 395

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.

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write in
this margin

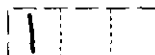
Please complete
legibly, preferably
in black type or
bold block
lettering

* Insert full name
of company

Pursuant to section 395 of the Companies Act 1985

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

For official use Company number



5590089

Name of company

*LDV Holding Limited of Bromford House, Drews Lane, Birmingham B8 2QG (the "Company") **SEE ATTACHED FAX**

Date of creation of the charge

20 June 2006

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

Debenture

Amount secured by the mortgage or charge

All obligations of the Company to the Secured Party to pay the break fee payable under clause 8 of the Heads of Agreement dated 13 June 2006 made between the Secured Party, LDV Group Limited, the Company and Sun Capital Partners Group IV, Inc. (the "Secured Liabilities")

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

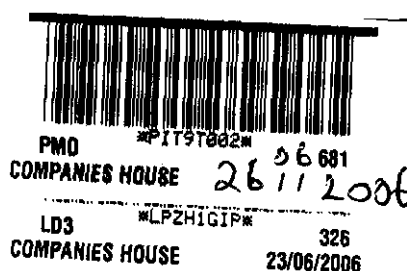
GAZ International Limited, of Juxon House, 100 St Paul's Churchyard, London (the "Secured Party")

Postcode EC4M 8BU

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

Hogan & Hartson
Juxon House
100 St Paul's Churchyard
London EC4M 8BU
DX 98940 Cheapside 2
Ref: KLG 26386/0003

For official use
Mortgage Sec



Time critical reference

Short particulars of all the property mortgaged or charged

The Company charged to the Secured Party as a continuing security for the payment of all Secured Liabilities:

(a) by way of legal mortgage, all freehold and leasehold property of the Company now vested in it whether or not the title thereto is registered at H.M. Land Registry together with all buildings and fixtures (including trade and tenant's fixtures belonging to the Company) now and in the future thereon and all plant and machinery now and hereafter annexed thereto;

(b) by way of fixed charge, all other freehold and leasehold property of the Company both present and future and all other interests now and in the future belonging to the Company in or over land or the proceeds of sale of land and all licences now or in the future held by the Company to enter upon or use land and the benefit of all other agreements relating to land to which the Company is or may become a party or otherwise entitled together with all buildings and fixtures (including trade and tenant's fixtures belonging to the Company) thereon and all plant and machinery annexed thereto;

(c) all right, title and interest of the Company to and in all plant and machinery now or at any time hereafter vested in or held by or on behalf of the Company and not charged in paragraph (a) and all related spare parts, fuels, equipment and tools;

Please see continuation sheet

Please do not write in this margin

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

A fee 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)

NIL

Signed

Hogan & Hartson

Date 22.06.06

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

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Particulars of a mortgage or charge (continued)

Continuation sheet No 1
to Forms Nos 395 and 410 (Scot)

Company number

5590089

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

Name of company

LDV Holding Limited (the "Company")

Limited*

*Delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Amount due or owing on the mortgage or charge (continued)

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

Com 395cont-2/4

Please do not write in this margin Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

Short particulars of all the property mortgaged or charged (continued)

Please do not
write in this
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Please complete
legibly, preferably
in black type, or
bold block
lettering.

(d) by way of fixed charge, all the present and future right, title and interest of the Company in the Securities (as defined below);

(e) by way of floating charge, all book debts and other debts and prepayments now or in the future existing and whether payable now or in the future and all rights and claims of the Company against third parties now or in the future existing and capable of being satisfied by the payment of money;

(f) by way of fixed charge, all present and future goodwill and uncalled capital for the time being of the Company;

(g) all rights in Intellectual Property (as defined below) or similar rights now or hereafter belonging to the Company;

(h) all bills of exchange, promissory notes and negotiable instruments of any description now or at any time hereafter beneficially owned by the Company;

(i) any deposits, margins, commissions or other rights of the Company to any commodities and any contract or option relating thereto (whether present or future) and any guarantee or security relating thereto whether held by or placed or contracted with the Lender or any other person from time to time;

(j) all loan capital, indebtedness or liabilities both present and future on any account or in any manner owing to the Company from any person; and

(k) by way of floating charge, the undertaking and all other property, assets and rights of the Company not effectively charged above both present and future (including but not limited to its stock in trade and its heritable and other property assets and rights in Scotland).

"Intellectual Property" means all patents (including applications, improvements, prolongations, extensions and rights to apply therefor) designs (whether registered or unregistered) copyrights, design rights, trade marks and service marks (whether registered or unregistered), utility models, trade and business names, know-how, formulae, inventions, confidential information, trade secrets and computer software programs and systems (including the benefit of any licences or consents relating to any of the above) and all fees, royalties or other rights derived therefrom or incidental thereto in any part of the world.

"Securities" means the all stocks, shares, bonds and securities of any kind whatsoever whether marketable or otherwise and all other interests (including but not limited to loan capital) both present and future held by the Company in any person and includes all allotments rights, benefits and advantages whatsoever at any time accruing, offered or arising in respect of or incidental to the same and all money or property offered at a time by way of dividend, conversion, redemption, bonus, preference, option or otherwise in respect thereof.

HOGAN & HARTSON

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26 June 2006

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K.Gill@hhlaw.com

Sent by Fax : 02920 380 827

Companies House
Mortgages Section
Crown Way
Cardiff
CF14 3UZ

URGENT : For the attention of: Steve Russell

Our Ref: KLG/26386/0003/328920_1

Dear Sirs:

LDV Holdings Limited (5590089)

Further to our telephone conversation, we confirm that the correct name of the above entity is **LDV Holdings Limited** and not 'LDV Holding Limited' as per our Form 395 submitted to you on Friday, 23 June 2006. We would be grateful if you could please attach this letter to our Form 395 by way of confirmation.

Thank you for your assistance in this matter.

Yours faithfully


Hogan & Hartson

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05590089

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 20th JUNE 2006 AND CREATED BY LDV HOLDINGS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO GAZ INTERNATIONAL LIMITED 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 26th JUNE 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27th JUNE 2006.

DX 10000



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES