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CHFP025

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

*insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

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

Pursuant to section 395 of the Companies Act 1985

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

Name of company

* Allmakes 4x4 Limited

Date of creation of the charge

18 October 2006

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

Debenture

Amount secured by the mortgage or charge

7 All or any monies and liabilities which are for the time being and from time to time (and whether on or at any time after demand) due, owing or payable, or expressed to be due, owing or payable, under or in respect of or by virtue of the Loan Note Instrument or the loan notes issued pursuant to it, to the Lender by the Borrower, whether actually or contingently, solely or jointly, including, without limitation interest, discount, commission and all other charges or expenses which the Lender may charge or incur in respect of any of those matters, as well after as before any demand made or decree or judgment obtained under this Deed.

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

Peter Warwick Hands, Thomas Roger Hands and Peter George Angel of Cobblers Cottage, Shoe Lane, East Hagbourne, Oxon

Postcode OX11 9LW

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

Manches LLP
9400 Garsington Road
Oxford Business Park
Oxford
OX4 2HN

Ref: JMW/OX-242269

Time critical reference

For official Use (02/00)
Mortgage Section

Post room

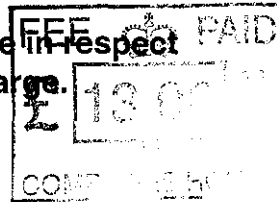


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COMPANIES HOUSE

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395



For official use

Company number

5873287

The Borrower covenants to discharge on demand the Secured Liabilities and as a continuing security for such discharge and with full title guarantee charges to the Lender:

(1) by way of legal mortgage all the freehold and leasehold property of the Borrower (including the property described in Schedule 1) now vested in it together with all buildings and fixtures (including trade and other fixtures and tenants fixtures) and fixed plant and machinery owned by the Borrower and from time to time in or on such property and the proceeds of sale of such assets;

(2) by way of fixed charge all estates or interests in any freehold and leasehold property now and in the future vested in or charged to the Borrower;

(3) by way of fixed charge all fixtures and fittings from time to time attached to any freehold and leasehold property of the Borrower;

(4) by way of fixed charge all the plant and machinery vehicles and computer equipment of the Borrower present and future not regularly disposed of in the ordinary course of business and all associated warranties and maintenance contracts;

(5) by way of fixed charge all furniture furnishings equipment tools and other chattels of the Borrower present and future not regularly disposed of in the ordinary course of business; (See Cont)

Particulars as to commission allowance or discount (note 3)

Signed

R. S. A. n

Date

30/10/2006

On behalf of ~~XXXXXX~~ [mortgagee/chargee] †

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

† 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 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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**Particulars of a mortgage or charge
(continued)**

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Continuation sheet No 1
to Form No 395 and 410 (Scot)

*Please complete
legibly, preferably
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bold block lettering*

Company Number

5873287

Name of Company

Allmakes 4x4

Limited*

* delete if
inappropriate

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

***Please complete
legibly, preferably
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bold block lettering***

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

*Please complete
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bold block lettering*

(6) by way of fixed charge all rents receivable from any lease granted out of any freehold and leasehold property of the Borrower;

(7) by way of fixed charge all the goodwill and uncalled capital of the Borrower present and future;

(8) by way of fixed charge all stocks shares and other securities of the Borrower present and future (including in any subsidiary) and all income and rights derived from or attaching to the same;

(9) by way of fixed charge all patents, patent applications, trade marks, trade mark applications, trading names, brand names, service marks, copyrights, rights in the nature of copyright, moral rights, inventions, design rights, registered designs, all trade secrets and know-how, computer rights, programmes, systems, tapes, disks, software, all applications for registration of any of them and other intellectual property rights held or to be held by the Borrower or in which it may have an interest and the benefit of all present and future agreements relating to the use of or licensing or exploitation of any such rights (owned by the Borrower or others) and all present and future fees, royalties or similar income derived from or incidental to any of the foregoing in any part of the world;

(10) by way of fixed charge all book debts and other debts of the Borrower present and future and the proceeds of payment or realisation of each of them; and

(11) by way of floating charge all the undertaking and all property assets and rights of the Borrower present and future not subject to a fixed charge under this Deed.

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FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05873287

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 18th OCTOBER 2006 AND CREATED BY ALLMAKES 4 X 4 LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO PETER WARWICK HANDS, THOMAS ROGER HANDS AND PETER GEORGE ANGEL 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 31st OCTOBER 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6th NOVEMBER 2006.

Paragla



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES