



CHFP041

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

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

N. West

86191

£10

395

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	
3950868	
COMPANIES HOUSE	

Name of company

* BMW (UK) MANUFACTURING LIMITED

Date of creation of the charge

12 May 2000

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

See attached Schedule 1

Amount secured by the mortgage or charge

See attached Schedule 2

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

Societe Generale, London Branch		
41 Tower Hill		
London, UK	Postcode	EC3N 4SG

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

Slaughter and May
35 Basinghall Street
London EC2V 5DB
(SRBP/HSCW)

For official use
Mortgage section

Post room



LD7
COMPANIES HOUSE

0311
17/05/00

Time critical reference

Short particulars of all the property mortgaged or charged

See attached Schedule 3

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

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

Signed

Slaughter and May

Date

16th May, 2000

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. 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

Schedule 1 - Description of the instrument (if any)
creating or evidencing the charge

Account Assignment relating to an account in the name of BMW(UK) Manufacturing Limited held at Société Générale, London Branch numbered 01056615 designated BMW(UK) Manufacturing Limited re: SocGen Sinking Fund (the "Account") between BMW(UK) Manufacturing Limited (the "Assignor") and Société Générale, London branch (in its dual capacity as the "Assignee" and the "Account Bank").

Schedule 2 - Amounts secured by the mortgage or charge

All moneys, debts, liabilities and obligations (whether actual or contingent, whether now existing or hereafter arising, whether or not for the payment of money and including, without limitation, any obligation or liability to pay damages) which are now or which may at any time and from time to time hereafter be or become due, owing, payable or incurred or be expressed to be due, owing, payable or incurred from or by the Assignor to the Assignee under or in connection with the Lease and the Ancillary Agreements (all as defined in the Account Assignment) and references or any part of hereof.

Schedule 3 - Short particulars of all the property mortgaged or charged

All the Assignor's right, title, benefit and interest whatsoever, present and future, in and to

(a) the Account

(b) all sums now or hereafter standing to the credit of the Account together with all interest accrued and accruing thereon and all other rights of the Assignor in relation to the Account (the "Deposits") and

(c) all other rights and benefits accruing to or arising in connection with the Account and the Deposits in respect thereof including all of its rights and remedies against the Account Bank in connection with the Account.

In the Account Assignment, the Assignor has covenanted, inter alia, that it shall

not withdraw or purport to withdraw the Deposits or any part thereof otherwise than as expressly permitted by the Account Operation Agreement or sell, assign, mortgage, charge or otherwise encumber, dispose of or deal with or grant or permit third party rights or any Encumbrance (other than any Encumbrance or mortgage created in favour of the Assignee) to arise over or against the same or any part thereof or attempt or agree so to do.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03950868

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ACCOUNT ASSIGNMENT RELATING TO AN ACCOUNT (AS DEFINED) DATED THE 12th MAY 2000 AND CREATED BY BMW (UK) MANUFACTURING LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO SOCIETE GENERALE, LONDON BRANCH ON ANY ACCOUNT WHATSOEVER UNDER OR IN CONNECTION WITH THE LEASE AND THE ANCILLARY AGREEMENTS (ALL AS DEFINED IN THE ACCOUNT ASSIGNMENT) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 17th MAY 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19th MAY 2000.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



COMPANIES HOUSE

HC026