

# M

## COMPANIES FORM No. 395

### Particulars of a mortgage or charge

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

CHFP025

Please do not 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



01194903

Name of company

\* T.W.R Group Limited (the "Company")

Date of creation of the charge

20 October 2000

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

Legal Charge (the "Charge") between the Company and Anglo Irish Bank Corporation plc (the "Bank")

Amount secured by the mortgage or charge

All present and future liabilities and obligations of the Company to the Bank or any Associated Company, whether actual, contingent, sole, joint and/or several or in any other capacity whatsoever except for any liability or obligation which, if it were so included, would result in the Charge contravening section 151 of the Companies Act 1985 (the "Secured Liabilities");

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

Anglo Irish Bank Corporation plc, Ground Floor, Bartle House, 9 Oxford Court, Manchester

Postcode M2 3PA

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

Halliwel Landau  
St James's Court, Brown  
Street, Manchester, , M2  
2JF

CAS [TWR.LFD]

Time critical reference

For official Use  
Mortgage Section

Post room



JMA  
COMPANIES HOUSE

0301  
24/10/00

Short particulars of all the property mortgaged or charged

The Company with full title guarantee, as security for the payment and discharge of all the Secured Liabilities:-

(a) charges in favour of the Bank by way of first legal mortgage, the Property;

(b) charges in favour of the Bank by way of first fixed charge:-

(i) the benefit of all present and future licences, permits, consents and authorisations (statutory or otherwise) held in connection with the Property or the use or exploitation of any of the Property and the right to recover and receive all compensation which may at any time become payable to it in respect thereof; and

(ii) the benefit of all guarantees, warranties and representations given or made by and any rights or remedies against all or any of the professional advisers now or at any time engaged by the Company in relation to the Property and the manufacturers, suppliers or installers of all Fixtures and any other person now or from time to time under contract with or under duty to the Company in respect thereof including (without limitation) the right

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

Particulars as to commission allowance or discount (note 3)

N/A

C/P 2  
95.

Signed Kathinell

Date 23 October 2000

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

A fee of £10 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 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

Please do not  
write in this  
binding margin

## Particulars of a mortgage or charge (continued)

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

CHFP025

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

Company Number

01194903

Name of Company

T.W.R Group Limited (the "Company")

Limited\*

\* delete if  
inappropriate

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

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

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1. *Introduction*  
 2. *Methodology*  
 3. *Results*  
 4. *Discussion*  
 5. *Conclusion*  
 6. *References*  
 7. *Appendix*  
 8. *Index*  
 9. *Glossary*  
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 11. *Footnotes*  
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prosecute in the name of the Company any proceedings against any such person in respect of any act, omission, neglect, default, breach of contract or breach of duty whether relating to the design, construction, inspection or supervision of the construction of any of the said buildings or to the quality or fitness for such of such Fixtures and other items or otherwise howsoever and the benefit of all sums recovered in any proceedings against all or any such persons;

(c) assigns in favour of the Bank all rent and other amounts due from occupational tenants of the Property from time to time due, owing, payable or incurred to it and the benefit of all rights, securities, indemnities and guarantees of any nature whatsoever now or at any time enjoyed or held by it in relation thereto (including, without limitation, bills of exchange, promissory notes, negotiable instruments, legal and equitable charges, reservation of proprietary rights, rights of tracing and unpaid vendor's liens and all similar and associated rights);

(d) charges in favour of the Bank by way of floating charge (unless and until converted into a fixed charge pursuant to the terms of the Charge or by operation of law), all its undertaking and assets mortgaged, charged or assigned by way of fixed mortgage or charge or assignment by paragraphs (a), (b) or (c) above.

#### Restrictions

The Company shall not without the prior written consent of the Bank:-

(a) create or permit to subsist any Encumbrance over all or any of the Fixed Security Assets (other than the Charge);

(b) whether in a single transaction or in a number of transactions (related or not), sell, assign, transfer, lease, lend, otherwise dispose of or grant any option over all or any part of the Fixed Security Assets or any interest therein.

#### Definitions

##### "Associated Company"

means any company which is from time to time a member of the same group of companies as the Bank;

##### "Encumbrance"

means any mortgage, charge, pledge, lien, assignment, hypothecation or security interest or any other agreement or arrangement having the effect of conferring security;

##### "Fixed Security Assets"

means those Security Assets described in paragraphs (a) and (b) above

Please complete  
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## Particulars of a mortgage or charge (continued)

Continuation sheet No 2  
to Form No 395 and 410 (Scot)

CHA 116

Please complete  
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bold block lettering

Company Number

01194903

Name of Company

T.W.R Group Limited (the "Company")

Limited\*

\* delete if  
inappropriate

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

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

Please complete  
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"Facility Letter"

means the facility letter dated 5 July 2000 from the Bank to the Company relating to a facility of £400,000;

"Property"

All that leasehold property known as the car showroom(Site A), 172-173 Cumnor Hill, Oxford, OX2 9PL registered at HM Land Registry with absolute leasehold title under title number ON211667.

"Security Assets"

means all assets of the Company which are the subject of any security created by the Charge.

Please complete  
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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. 01194903

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 20th OCTOBER 2000 AND CREATED BY T.W.R. GROUP LIMITED FOR SECURING ALL PRESENT AND FUTURE LIABILITIES AND OBLIGATIONS OF THE COMPANY TO ANGLO IRISH BANK CORPORATION PLC OR ANY ASSOCIATED COMPANY WHETHER ACTUAL CONTINGENT SOLE JOINT AND/OR SEVERAL OR IN ANY OTHER CAPACITY WHATSOEVER WHICH IF IT WERE SO INCLUDED WOULD RESULT IN THE CHARGE CONTRAVENING SECTION 151 OF THE COMPANIES ACT 1985 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 24th OCTOBER 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27th OCTOBER 2000.



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E