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COMPANIES FORM No. 395

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395

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write in
this marginPlease complete
legibly, preferably
in black type, or
bold block lettering

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)

For official use

Company number

5

1482233

Name of company

* STRATSTONE SPECIALIST LIMITED

* insert full name
of Company

Date of creation of the charge

31 OCTOBER 2008

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

A Deed of Admission to an Omnibus Guarantee and Set-Off Agreement dated 22 APRIL 1996
(the "Agreement")

Amount secured by the mortgage or charge

All moneys and liabilities then due or which might thereafter become due to Lloyds TSB Bank plc (the "Bank") from either the Company or any one or more of the other parties to the Agreement (other than the Bank) being at the date hereof the following companies

(List of companies party to the Agreement)

See Attached

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

Lloyds TSB Bank plc

25 Gresham Street

(30-00-02)

London

Postcode

EC2V 7HN

Presenter's name address and
reference (if any)Lloyds TSB Bank plc
Gillingham CCSC
PO BOX 72, Valley Drive
Gillingham Business Park Kent,
ME8 0LS

Time critical reference

For official Use (02/06)
Mortgage Section

Print name



PG6LX00T

PMO

04/11/08
COMPANIES HOUSE

416

Short particulars of all the property mortgaged or charged

Any sum or sums for the time being standing to the credit of any present or future account of the Company with the Bank

NOTE By Clause 13(e) of the Agreement, the Company agreed that it would not (without the prior written consent of the Bank) assign, mortgage, charge or otherwise confer upon any third party any right, title or interest in or to all or any of the accounts for the time being of the Company with the Bank or any sum or sums standing to the credit of any one or more of such accounts, or agree to do any such thing, or allow any such third party right, title or interest to subsist (except in each case in favour of, or upon, the Bank)

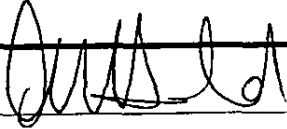
Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed



Date

3.11.08

On behalf of [company][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 are to be made payable to **Companies House**
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

THE SCHEDULE

PART I - The Existing Companies

<u>Name</u>	<u>Company Number</u>	<u>Registered Office</u>
		The registered office for all companies is:
Pendragon PLC	2304195	Loxley House, 2 Oakwood Court, Little Oak Drive, Annesley, Nottingham, Nottinghamshire NG15 0DR
Derwent Vehicles Limited	381020	
Pendragon Motor Group Limited	2163998	
Pendragon Contracts Limited	141388	
Alloy Racing Equipment Limited	901017	
Pendragon Company Car Finance Limited (formerly Pendragon Demonstrator Finance Limited)	2221580	
Pendragon Overseas Limited	2449058	
Arena Auto Limited (formerly Arena Auto PLC)	3087521	
Pendragon Demonstrator Finance Limited (formerly Frost Shape Limited)	3249358	
Pendragon Demonstrator Finance November Limited (formerly Iconbadge Limited)	3265139	
Pendragon Demonstrator Sales Limited (formerly Opening Gambit Limited)	3265121	
Excalibur Motor Finance Limited (formerly Pendragon Leasing Limited)	1913831	
Pendragon Stock Finance Limited (formerly Motown Limited)	2899465	
Pendragon Property Holdings Limited	3437114	
Pinewood Technologies Plc (formerly Pinewood Computer Holdings Limited)	3542925	
C 2K Limited	1807981	

Car Fleet Control Limited	555076
Evans Halshaw Chesham Limited	1994408
Evans Halshaw Motor Holdings Limited	1212182
Evans Halshaw Motors Limited	1359849
Tins Limited	3835115
Pendragon Javelin Limited	3836033
Pendragon Motorcycles Limited	3835900
Pendragon Premier Limited	3835850
Pendragon Sabre Limited	3835999
Pendragon Viking Limited	3836012
Pendragon Management Services Limited	2188922
Reades of Telford Limited	2591363
Bridgegate Limited	1279326
C D Bramall Dealership Ltd	477076
Stratstone Specialist Limited (formerly Cadillac GB Limited)	1482233
Pendragon Orient Limited	1994002
Pendragon Automotive Services Limited	3836134
Executive Motor Group Limited	1110637

PART II - The Further Companies

<u>Name</u>	<u>Company Number</u>
Bramall Quicks Dealerships Limited	00861599
Victoria (Bavaria) Limited	02196791



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 1482233
CHARGE NO. 5**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEED OF ADMISSION TO AN
OMNIBUS GUARANTEE AND SET-OFF AGREEMENT DATED 22
APRIL 1996, DATED 31 OCTOBER 2008 AND CREATED BY
STRATSTONE SPECIALIST LIMITED FOR SECURING ALL
MONIES DUE OR TO BECOME DUE FROM THE COMPANY
AND/OR ALL OR ANY OF THE COMPANIES NAMED THEREIN
TO LLOYDS TSB BANK PLC ON ANY ACCOUNT WHATSOEVER
WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE
COMPANIES ACT 1985 ON THE 4 NOVEMBER 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 5 NOVEMBER
2008

Handwritten signature



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES