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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.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

11/12

1992376

Name of company

* DRIVERS OF PRESTATYN LIMITED

Date of creation of the charge

8 FEBRUARY 2002

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

Used vehicle charge between Drivers of Prestatyn Limited (the "Dealer") and PSA Wholesale Limited ("Wholesale") (the "Charge")

Amount secured by the mortgage or charge

All present and/or future, actual or contingent obligations and liabilities to each of Wholesale or PSA Finance plc (the "Secured Parties") under any agreement between the Dealer and any of the Secured Parties or in any manner whatever (including any such obligations or liabilities originally incurred by the Dealer to a third party but subsequently assigned or transferred to either of the Secured Parties) and in any capacity whatever and whether payable immediately or at any time in the future together with (in each such case both before and after any judgment or demand) all costs and expenses however incurred by any of the Secured Parties or any Receiver in relation to the Charge (including internal or administrative costs of any of the Secured Parties or any Receiver incurred in connection with the enforcement of it) in each case on a full indemnity basis ("Expenses") (which Expenses shall become due and payable on the date they are incurred or paid, whichever is earlier) and any interest charged under the terms of this Charge (together the "Secured Obligations")

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

PSA Wholesale Limited
Quadrant House
Princess Way
Redhill, Surrey

Postcode RH11 1QA

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

Bond Pearce
Bristol Bridge House
Redcliff Street
Bristol
BS1 6BJ

CJK/33197.92

Time critical reference

For official Use
Mortgage Section

Post room



A44
COMPANIES HOUSE

0125
14/02/02

CHFP025

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bold block lettering

*insert full name
of Company

With full title guarantee and as a continuing security to secure present and future advances for the payment and discharge in full of the Secured Obligations:

(a) by way of specific charge all the rights, title and interest of the Dealer in and to the insurances and moneys referred to in clauses 4.1 and 4.2 of the Charge and any return of premiums in respect thereof;

(b) by way of floating charge all stocks of used vehicles owned by the Dealer, both present and future ("Used Vehicles")

together the "Charged Assets".

NB: The Dealer covenants in the Charge that it will not create any mortgage or charge on or over the Charged Assets ranking prior to or pari passu with the security constituted by the Charge.

The Dealer also covenants that it shall not sell or otherwise dispose of any part of the Charged Assets (save in the ordinary course of business in respect of assets charged by the Charge by way of Floating Charge only) save that Used Vehicles may not be sold or otherwise disposed of where the

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Particulars as to commission allowance or discount (note 3)

Signed

Bond Pearce

Date 13 February 2002

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 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
in black type, or
bold block lettering

Company Number

1992376

Name of Company

DRIVERS OF PRESTATYN LIMITED

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

Please complete
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bold block lettering

intended or actual effect of such sale or disposal is the raising of finance for the benefit of the Dealer where it is contemplated that the Dealer or any person acting for the Dealer may or may be obliged to repurchase such Used Vehicles.

Please complete
legibly, preferably
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bold block lettering

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01992376

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN USED VEHICLE CHARGE DATED THE 8th FEBRUARY 2002 AND CREATED BY DRIVERS OF PRESTATYN LIMITED FOR SECURING ALL OBLIGATIONS AND LIABILITIES DUE OR TO BECOME DUE FROM THE COMPANY TO EACH OF WHOLESALE OR PSA FINANCE PLC 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 14th FEBRUARY 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20th FEBRUARY 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

A handwritten signature in the bottom left corner.