



Particulars of a mortgage or charge

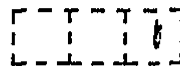
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Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number



2733710

Name of company

* CHALK HILL SERVICE STATION LIMITED

*Insert full name
of company

Date of creation of the charge

18TH NOVEMBER 1994

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

DEED OF CHARGE

Amount secured by the mortgage or charge

£170,000.00 AND ALL AMOUNTS DUE ON ANY
ACCOUNT (INCLUDING SUMS DUE IN RESPECT
OF FUEL AND LUBRICANTS ; SUMS DUE UNDER
HIRE PURCHASE AGREEMENTS AND SUMS DUE
OR CONTINGENTLY DUE IN RESPECT OF EQUIPMENT
LENT OR HIRED)

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

KUWAIT PETROLEUM (G.B.) LIMITED

BURGAN HOUSE THE CAUSEWAY

STAINES MIDDLESEX

Postcode TW18 3PA

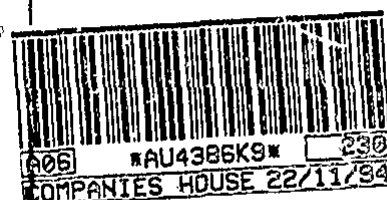
Presenter's name, address and
reference (if any):

LEGAL ADVISER
KUWAIT PETROLEUM (G.B.) LTD
BURGAN HOUSE
THE CAUSEWAY
STAINES
MIDDLESEX
TW18 3PA

Time critical reference

For official use
Mortgage section

Post room



Short particulars of all the property mortgaged or charged

THE GOODWILL OF THE MOTOR FUEL AND LUBRICANT
SALES BUSINESS AT CHALK HILL GARAGE WATLING
STREET HOUGHTON BEGIS
AND BY WAY OF FLOATING CHARGE ALL ASSET AND
UNDERTAKING PRESENT AND FUTURE INCLUDING
UNCALLED CAPITAL

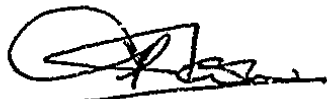
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Particulars as to commission allowance or discount (note 3)

NONE

Signed



Date 18.11.94

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.

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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. 02733710

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF CHARGE DATED THE 18th NOVEMBER 1994 AND CREATED BY CHALK HILL SERVICE STATION LIMITED FOR SECURING £170,000 AND ALL OTHER MONIES DUE OR TO BECOME DUE INCLUDING SUMS DUE IN RESPECT OF FUEL AND LUBRICANTS, SUMS DUE UNDER HIRE PURCHASE AGREEMENTS AND SUMS DUE OR CONTINGENTLY DUE IN RESPECT OF EQUIPMENT LENT OR HIRED FROM THE COMPANY TO KUWAIT PETROLEUM (G.B.) LIMITED ON ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 22nd NOVEMBER 1994.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24th NOVEMBER 1994.

A handwritten signature in cursive script, appearing to read 'P. Davies'.

PHIL DAVIES

for the Registrar of Companies



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

HC026B