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## COMPANIES FORM No. 395

### Particulars of a mortgage or charge

# 395

Pursuant to section 395 of the Companies Act 1985

CHA 116

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

\*insert full name  
of company

To the Registrar of Companies

For official use

Company number

[1][1][1][1][1][1]

2939644

Name of company

UK HIGHWAYS PLC

Date of creation of the charge

8th October 1996

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

Deed of Charge Over Uncalled Capital ("Deed of Charge")  
dated 8th October 1996 and made between UK Highways Plc as  
Chargor and UK Highways M40 Limited.

Amount secured by the mortgage or charge

All indebtedness and monies and the discharge all  
obligations and liabilities whatsoever, whether actual or  
contingent, present or future, which may be now or hereafter  
due, owing or incurred by UK Highways Plc to UK Highways M40  
Limited, under or in connection with the Investment  
Agreement dated 8th October 1996 and made between John Laing  
Investments Ltd., Tarmac (PFI) Ltd., Hyder Investments Ltd.,  
Caisse des Depots et Consignations, Transroute International  
S.A., UK Highways Plc and UK highways M40 Limited (whether  
alone or jointly and whether as principal or surety).

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

UK Highways M40 Limited, PO Box 295, Alexandra Gate, Rover  
Way, Cardiff

Postcode

CF2 2UE

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

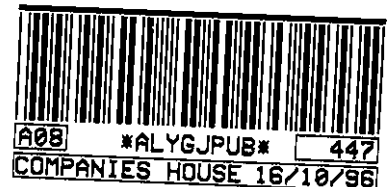
McKenna & Co  
Mitre House  
160 Aldersgate Street  
London EC1A 4DD

NE/43168.0004/TB

Time critical reference

For official use  
Mortgage Section

Post room



As a continuing security for all the respective liabilities and obligations described above, UK Highways Plc charges to UK Highways M40 Limited by way of fixed charge its uncalled capital and the benefit of all rights relating thereto including (without prejudice to the generality of the foregoing) things in action which give rise or may give rise to monetary debts and claims in respect thereof (the "Charged Property").

See Rider.

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)

Signed Mckenna + Co

Date 11 October 1996

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

† delete as appropriate

- 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.

**Rider to Form 395 relating to the Deed of Charge Over Uncalled Capital dated 8th October 1996  
between UK Highways Plc and UK Highways M40 Limited**

NB: The Deed of Charge contains provisions whereby UK Highways Plc covenants and agrees that it will not without the consent in writing of UK Highways M40 Limited:-

- (1) create or attempt to create or permit to subsist any security interest or permit any other proprietary right or interest to arise on or affect the Charged Property or any part thereof or any interest therein; or
- (2) part with possession of, transfer, sell or otherwise dispose of the Charged Property or any part thereof or any interest therein or attempt or agree so to do whether by a single or a series of transactions;
- (3) to observe and perform all obligations and/or restrictions affecting the Charged Property or any part or parts thereof or in respect of any securities issued by UK Highways Plc or contained in or arising by virtue of its Memorandum and Articles of Association or any agreement, undertaking or arrangement to which UK Highways Plc is a party or by which UK Highways Plc is or may be affected; and
- (4) not to do or cause or permit to be done anything which may in any way depreciate, jeopardise or otherwise prejudice the value to UK Highways M40 Limited of the security hereby constituted.

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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. 02939644

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF CHARGE DATED THE 8th OCTOBER 1996 AND CREATED BY UK HIGHWAYS PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO UK HIGHWAYS M40 LIMITED PURSUANT TO THE TERMS OF AN INVESTMENT AGREEMENT OF EVEN DATE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 16th OCTOBER 1996.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18th OCTOBER 1996.

R.L. ADAMS

for the Registrar of Companies

Dx  
18-10-96

Ch



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

HC026B