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Companies Form No.395

17 1.91 M395 Debenture

Particulars of a mortgage or charge

395

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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2829699

Please complete
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in black type, or
bold block lettering

Name of company

* CLARON TACHOGRAPH ANALYSIS AND SUPPLIES LIMITED

* insert full name
of company

Date of creation of the charge

1.8.1996.

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

Single Debenture

Amount secured by the mortgage or charge

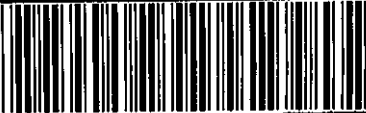
All money and liabilities whether certain or contingent which then were or at any time thereafter might be due owing or incurred by the Company to the Bank or for which the Company might be or become liable to the Bank on any current or other account or in any manner whatever (and whether alone or jointly with any other person and in whatever style or name and whether as principal or surety) together with interest to the date of payment commission banking charges and any legal or other costs charges and expenses incurred by the Bank in relation to the Debenture or in enforcing the security thereby created.

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

Lloyds Bank Plc		
71 Lombard Street		
London	Postcode	EC3P 3BS

Lloyds Bank Plc
Information Services
Northgate, Kingsway
Cardiff CF1 4LDPresentor's name, address and
reference
~~Lloyds Bank Plc~~
~~Regional Securities Centre~~
~~Dept. 1.7.9.6~~
~~P.O. Box 416~~
~~Lloyds Bank Building~~
~~King Street~~
~~Manchester M60 1TF~~For official Use
Mortgage Section

Post room

		
PMO	*P5UAPLCK*	395
COMPANIES HOUSE 07/05/96		

Time critical reference

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Fourthly - (i) All stocks and shares and other interests including (without prejudice to the generality the foregoing) loan capital indebtedness or liabilities on any account or in any manner owing to the Company both present and future of the Company in (and from) any company which then was or might thereafter become a subsidiary (as defined in Section 736 of the Companies Act 1985 or any statutory modification or re-enactment thereof) of the Company; and

(ii) the full benefit of all stocks shares and securities which or the certificates of which were then or might at any time thereafter be lodged with the Bank or held by the Bank or its agents or transferred to or registered in the name of the Bank or its agents or their respective nominees; and

(iii) all rights in respect of or incidental to the Charged Property described at (i) and (ii) above (the Charged Property (i) to (iii) Fourthly described being hereinafter called "the Securities"); and

(iv) all stocks shares rights moneys or property accruing or offered at any time by way of conversion redemption bonus preference option or otherwise to or in respect of any of the Securities including all dividends interest and other income payable in connection therewith (all of which Charged Property (i) to (iv) Fourthly described are hereinafter called "Interests in Securities"); and

Fifthly - The goodwill and the uncalled capital of the Company both present and future.

Sixthly - The undertaking and all property and assets of the Company both present and future including (without prejudice to the generality of the foregoing) heritable property and all other property and assets in Scotland and the Charged Property First Secondly Thirdly Fourthly and Fifthly described (if and in so far as the charges thereon or on any part or parts thereof therein contained should for any reason be ineffective as fixed charges). The charges created by the Debenture are as regards the Charged Property First Fourthly and Fifthly described fixed first charges (and as regards all those parts of the Charged Property First described then vested in the Company constitute a charge by way of legal mortgage thereon) and as regards all Charged Property secondly and Thirdly described shall constitute first fixed mortgages by assignment subject to re-assignment on redemption and as to the Charged Property Sixthly described the charge so created is a floating charge. The Company may not without the consent in writing of the Bank:

(i) sell assign discount factor charge or otherwise dispose of the Charged Property Secondly or Thirdly described or any part thereof save in accordance with Clause 9(d) of the Debenture set out below or deal with the same in any way otherwise than in accordance with the said sub-clause.

(ii) create or allow to subsist any specific or other mortgage debenture or charge or lien (save a lien arising by operation of law in the ordinary course of business) upon the Charged Property ranking either in priority to or paripassu with any charge thereby created.

(iii) transfer sell or otherwise dispose of the whole or any material part of the Charged Property Sixthly described except by way of sale at full value in the usual course of trading as transacted at the date of the Debenture. By Clause 9(d) of the Debenture the Company covenanted that it would pay into its account or accounts with the Bank all moneys which it might receive in respect of the book and other debts and claims mortgaged. (by way of assignment) or charged by it or in respect of the Interests in Securities..

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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. 02829699

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SINGLE DEBENTURE DATED THE 1st MAY 1996 AND CREATED BY CLARON TACHOGRAPH ANALYSIS AND SUPPLIES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO LLOYDS BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 7th MAY 1996.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th MAY 1996.

A handwritten signature in cursive script, appearing to read "R. G. Adams".

for the Registrar of Companies

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

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