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legibly, preferably
in black type, or
bold block lettering

*insert full name
of Company

COMPANIES FORM No. 395**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

1815

03331068

Name of company

* PRIORITY SITES LIMITED

Date of creation of the charge

3 March 2006

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

LEGAL CHARGE

Amount secured by the mortgage or charge

ALL THE COMPANY'S LIABILITIES TO THE ROYAL BANK OF SCOTLAND PLC (THE
"BANK") OF ANY KIND AND IN ANY CURRENCY (WHETHER PRESENT OR FUTURE ACTUAL
OR CONTINGENT AND WHETHER INCURRED ALONE OR JOINTLY WITH ANOTHER)
INCLUDING BANKING CHARGES, COMMISSION, INTEREST, COSTS AND EXPENSES.

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

THE ROYAL BANK OF SCOTLAND PLC, 36 St Andrew Square, Edinburgh

Postcode EH2 2YB

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

Eversheds LLP
Cloth Hall Court
Infirmary Street
Leeds
LS1 2JB

REPG/SPANIS/059872.010706

Time critical reference

For official Use (02/00)
Mortgage Section

Post room



A11
COMPANIES HOUSE

292
07/03/2006

Short particulars of all the property mortgaged or charged

1. By way of legal mortgage: Phase II, Orion Business Park, Silverlink, Tynemouth. Part of registered title number TY106211 (the "Property") all covenants and rights affecting or concerning the Property and any share from time to time held by the Company in any landlord or management company of the Property.
 2. By way of fixed charge:-
 - 2.1 The fixtures and fittings of the Company from time to time attached to the Property
 - 2.2 The plant and machinery vehicles and computer equipment of the Company now and in the future at the Property not regularly disposed of in the ordinary course of business and all associated warranties and maintenance contracts.
 - 2.2 The furniture furnishings equipment tools and other chattels of the Company now and in the future at the Property and not regularly disposed of in the ordinary course of business.
 - 2.3 The present and future goodwill of any business carried on at the Property by or on behalf of the Company the rents receivable from any lease granted out of the Property and the proceeds of any insurance from time to time affecting the Property or the assets referred to above.
- Note:- The Legal Charge contains covenants by the Company with the Bank not without the Bank's prior written consent to:
- (a) create or permit to arise any mortgage charge or lien on the charged property, nor to dispose of the charged property;
 - (b) grant or accept a surrender of any lease or licence or part with or share possession or occupation of the Property.

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bold block
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Particulars as to commission allowance or discount (note 3)

Nil

Signed

[Signature] *[Signature]*

Date 3 MARCH 2006

On behalf of ~~XXXXXX~~ [mortgagee/~~XXXXXX~~]

A fee is payable
to Companies
House in
respect of each
register entry
for a mortgage
or charge.
(See Note 5)

Notes

† 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.
- 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 must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03331068

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 3rd MARCH 2006 AND CREATED BY PRIORITY SITES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE ROYAL BANK OF SCOTLAND plc ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 7th MARCH 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th MARCH 2006.

PDMM



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES