

M

CHFP041

Please do not
write in
this margin

Please complete
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.

395

251875/65

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

7

03673679

Name of company

Nesscoinvsat Limited (the "Company")

Date of creation of the charge

2 June 2008

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

Guarantee (the "Guarantee")

Amount secured by the mortgage or charge

See Paper Apart.

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

Clydesdale Bank plc (Company Number SC001111) whose registered office is
at 30 St Vincent Street, Glasgow (the "Bank")

Postcode G1 2HL

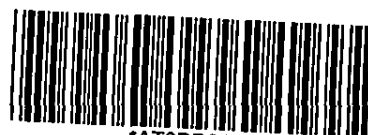
Presenter's name, address and
reference (if any)

SHEPHERD AND WEDDERBURN
LLP
9 GOLDEN SQUARE
ABERDEEN
AB10 1RB

Time critical reference

For official use (F)
Mortgage Section

FRIDAY



AT0DB0JA

A48	13/06/2008	183
COMPANIES HOUSE		
A27	07/06/2008	221
COMPANIES HOUSE		

COM395/1

Short particulars of all the property mortgaged or charged

The Bank shall be entitled to set-off against or retain in respect of the Guarantors' liability (whether actual or contingent) under the Guarantee any credit balance in any currency in any account whatever in the name of the Guarantors (whether sole or joint with any person or persons) with the Bank Where such set-off or retention requires conversion of one currency into another conversion shall be at the Spot Rate

Please do not write in this margin

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

+CIS

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

† Delete as appropriate

Particulars as to commission allowance or discount (note 3)

N/A

Signed

Date 6/6/08

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

for and behalf of
Shepherd & Weddell
LCP

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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge 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 CF4 3UZ

This is the Paper Apart referred to in the foregoing Form 395 in respect of a Guarantee by Nesscoinvsat Limited, Company Number 03673679 in favour of Clydesdale Bank plc dated 2 June 2008

1. Definitions

1 1 In this Paper Apart and the foregoing Form 395

"Bank" means Clydesdale Bank plc (Company Number SC001111) whose Registered office is at 30 St Vincent Place, Glasgow, G1 2HL,

"Guarantors" means Dalglen (No 1137) Limited, Nessco Limited, Nesscoinvsat Limited and Nessco Services Limited,

"Principals" means

- (i) Dalglen (No 1137) Limited, Nessco Limited, Nesscoinvsat Limited and Nessco Services Limited, and
- (ii) each and every company (hereinafter referred to as "Further Company") which becomes a Subsidiary of any Guarantor or any company of which any Guarantor is such a Subsidiary and which shall execute and deliver to the Bank a guarantee or guarantees in such terms as the Bank and such Further Company may agree in respect of the liabilities to the Bank of any Guarantor and the companies listed in (i) above or contemplated by (ii) of this clause as may at the time of the execution at such guarantee or guarantees be such a subsidiary or other company as aforesaid,

"Spot Rate" means in relation to the conversion of one currency into another the prevailing spot rate of exchange (as conclusively determined by the Bank) at the relevant time for converting the existing currency to the other currency,

"Subsidiary" means a subsidiary within the meaning of Section 736 of the Companies Act 1985

2 Amount Secured by the Charge

2 1 All or, as the case may be, any part of the Principals' present or future indebtedness to the Bank on any account (notwithstanding that there may be a credit balance on any other account) and all the Principals' other liabilities whatever and wherever to the Bank, (including without limitation under bills of exchange, promissory notes, guarantees and indemnities, documentary or other credits or any instruments whatsoever from time to time entered into by the Bank for or at the request of the Principals) whether actual or contingent and whether or not matured or accrued due and whether incurred solely, severally or jointly with any other person and whether as principal or surety, in whatever currency, and also including (if occurring and again without limitation and without prejudice to any other provision hereof) any advances or accommodations made by the Bank to or purportedly to or on behalf of the Principals or any person comprised in the Principals after the Principals being a corporate body has gone into administration or liquidation but before the Bank has received actual (as opposed to deemed or constructive) notice of such administration or liquidation, and interest, commission, bank charges and any other costs, charges and expenses (on a full indemnity basis), charged or incurred by the Bank in connection with all such indebtedness and liabilities



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 3673679
CHARGE NO. 7**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A GUARANTEE DATED 2 JUNE 2008
AND CREATED BY NESSCOINVSAT LIMITED FOR SECURING
ALL MONIES DUE OR TO BECOME DUE FROM THE PRINCIPALS
TO CLYDESDALE BANK PLC ON ANY ACCOUNT
WHATSOEVER 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 13 JUNE 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17 JUNE 2008



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES