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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 £10 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



395

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

For official use

Company number

13

4151164

Name of company

* PORTSMOUTH TECHNOPOLE LIMITED ("the Company")

Date of creation of the charge

17th December 2001

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

Legal Charge over Agreement for Lease ("the Charge")

Amount secured by the mortgage or charge

All monies, obligations and liabilities whatsoever whether for principal, interest or otherwise in whatever currency which may now or at any time in the future be due owing or incurred by the Company to HSBC Bank Plc ("the Lender") under the terms of the Facility Letter addressed by the Lender to the Company dated 5th December 2001 and accepted by the Company on 6th December 2001 as varied, amended, extended, novated or replaced from time to time, and the Charge whether present or future, actual or contingent and whether alone, severally or jointly as principal, guarantor, surety or otherwise and in whatever name or style and whether on any current or other account or in any other manner whatsoever and including but without limitation all Expenses (as defined in the Charge)

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

HSBC Bank Plc
Midland House,
Seacourt,
West Way, Botley, Oxford

Postcode OX2 0PL

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

Morgan Cole
~~Bradley Court, Park Place,~~
Cardiff, CF10 3DP

For official Use
Mortgage Section

Post room



A27
COMPANIES HOUSE

0372
07/01/02

RXJ/BTK/HSB409962.1

Time critical reference

Short particulars of all the property mortgaged or charged

The Company with full title guarantee charges to the Lender:

(a) All the benefit of the Company's interest in the Agreement for Lease ("the Agreement") of the land at Garfield Road and Kingston Crescent, Portsmouth more particularly described and defined as the Site in the Agreement dated 17th December 2001 and made between Portsmouth City Council, the Company and Oxford Innovation Limited as from time to time varied, amended, extended, replaced or novated; and

(b) All rights, titles, benefits and interests of the Company whatsoever present and future whether proprietary, contractual or otherwise arising out of or connected with or relating to the Agreement for Lease including without limitation all claims for damages in respect of any breach thereof.

The Company shall not without prior written consent of the Lender such consent not to be unreasonably withheld or delayed:

(a) Create or permit to subsist or arise any Encumbrance (as defined in the Agreement) or any right or option on the property so charged or any part thereof; or

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Particulars as to commission allowance or discount (note 3)

Nil

Signed

Morgan Cole

Date

7/1/02

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

A fee of £10 is
payable to
Companies House
in respect of each
register entry for a
mortgage or
charge.
(See Note 5)

† 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.
- 5 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 CF14 3UZ

(b) Assign or in any way dispose of the property so charged or any interest in it or assign or otherwise dispose of any monies payable to the Company in relation to the property so charged or agree to do any of the foregoing; or

(c) Exercise any of the powers of leasing or agreeing to lease vested in or conferred on mortgagors by common law or by statute or accept the surrender of any lease, underlease or tenancy or agree to do any of the foregoing; or

(d) Do or cause or permit to be done anything which may in any way depreciate, jeopardise or otherwise prejudice the value of the property so charged.

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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. 04151164

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE OVER AGREEMENT FOR LEASE DATED THE 17th DECEMBER 2001 AND CREATED BY PORTSMOUTH TECHNOPOLE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO HSBC 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 7th JANUARY 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10th JANUARY 2002.

A handwritten signature in black ink, appearing to be 'JG' or similar, located on the left side of the page.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —