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CHFP025

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

19880191.

Particulars of a mortgage or charge

395

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

FEE PAID £13.00 M 1 2 COMPANIES HOUSE

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

04386994

Name of company

* North East Regional Investment Fund Three Limited

Date of creation of the charge

29 June 2006

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

Charge over credit balances

Amount secured by the mortgage or charge

All monies and liabilities now or at any times hereafter due, owing or incurred to Barclays Bank plc ("the Bank") by the Company under the terms of a facility agreement dated 28 November 2003 and made between the Bank and the Company relating to a £9,900,000 term loan facility together with interest, discount, commission and all other charges, costs and expenses for which the Company may be or become liable to the Bank.

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

Barclays Bank plc of 1 Churchill Place, London, E14 5HP acting through its North East and Yorkshire Larger Business Team at 71 Grey Street, Newcastle upon Tyne, NE99 1JP

Postcode

Presentor's name address and reference (if any):
Ward Hadaway
Sandgate House
102 Quayside
Newcastle upon Tyne
NE1 3DX

For official Use (06/2005)
Mortgage Section | Post room

FRIDAY
AGVA1GW8
A04 07/07/2006 285
COMPANIES HOUSE

Time critical reference
(C)JH.BAR010.237

Short particulars of all the property mortgaged or charged

Please do not write in this margin

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

With full title guarantee by way of fixed charge all sums of money in any currency:

a. deposited or paid by the Company now or at any time hereafter to the credit of the premium account held by the Company with the Bank, with account number 90156817, and any additional and/ or substitute account(s) hereafter opened with the Bank for the deposit or holding of all or part of the money or interest subject to this security; and

b. deposited or paid by the Company to the Bank or held on the Company's behalf (whether in an account or otherwise) now or at any time during the currency of the Charge, unless the Bank agrees in writing before such deposit or payment is made that it shall not be subject to the Charge (except that this does not extend to any money in any current account); and

c. representing the renewal or replacement of or for any sums deposited or paid or held as set out above.

Particulars as to commission allowance or discount (note 3)

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

Signed Date 4 July 2006

On behalf of XXXXXXX XXXXXXXX/chargee] †

† 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 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

DIEU ET MON DROIT

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04386994

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OVER CREDIT BALANCES DATED THE 29th JUNE 2006 AND CREATED BY NORTH EAST REGIONAL INVESTMENT FUND THREE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC 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 JULY 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12th JULY 2006.

REGISTRAR OF COMPANIES FOR ENGLAND AND WALES

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

Companies House

— *for the record* —

HC026B