

# M

COMPANIES FORM No. 395

198801/91.

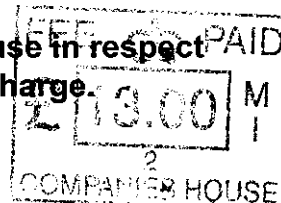
## Particulars of a mortgage or charge

# 395

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

Pursuant to section 395 of the Companies Act 1985

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



For official use

Company number

81117

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)

Debenture

Amount secured by the mortgage or charge

All monies and liabilities now or in the future due, owing or incurred before or after any demand for the same incurred by the Company to Barclays Bank plc ("the Bank") under the terms of a loan agreement between the Company (1) and the Bank (2) and dated 28 November 2003. This applies whether the money and liabilities are due, owing or incurred actually or contingently; whether by the Company alone or jointly with any other person; and whether as principal or surety and includes any liability (secured or unsecured) of the Company to a third party which subsequently becomes payable 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

Time critical reference  
(C) JH.BAR010.237

For official Use (06/2005)  
Mortgage Section

Post room

FRIDAY



A04

\*AGVA3GWA\*

07/07/2006

283

COMPANIES HOUSE

With full title guarantee: -

1. All land in England and Wales vested in the Company and not registered at H.M. Land Registry.
2. By way of fixed charge:
  - a. all land in England and Wales vested in the Company and registered at H.M. Land Registry;
  - b. all other land which is now, or in the future becomes, the Company's property together with and plant and machinery thereon;
  - c. all rental and other income and all debts and claims which are due or owing to the Company now or in the future under or in connection with any lease, agreement or licence relating to Land;
  - d. all the Company's stocks, shares, debentures, debenture stock, loan stock, bonds and securities issued by any company or person (other than the Company) and all other investments (as listed in Part II of Schedule 2 to the Financial Services and Markets Act 2000: (i) which now or in the future represent a holding in a subsidiary undertaking, or would if s258(2)(a) Companies Act 1985 "30% or more" were substituted for "a majority"; or (ii) the certificates for which are now or in the future deposited by the Company

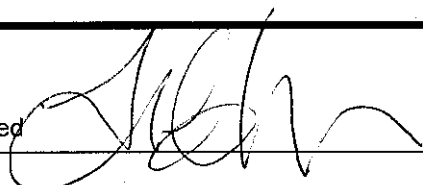
Please do not  
write in  
this margin

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

0'  
us

Particulars as to commission allowance or discount (note 3)

Signed



Date 4 July 2006

On behalf of ~~XXXXXXXXXXXXXXXXXX~~ (chargee) †

A fee 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 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

CHFP025

## Particulars of a mortgage or charge (continued)

Please do not  
write in this  
binding margin

Continuation sheet No 1  
to Form No 395 and 410 (Scot)

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

Company Number

04386994

Name of Company

North East Regional Investment Fund Three Limited

Limited\*

\* delete if  
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

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

Please do not  
write in this  
binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

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

with the Bank or which, if uncertificated, are held in an escrow or other account on the Bank's favour or held in the Bank's name or that of its nominee or to its order;

e. all insurance and assurance contracts and policies now or in the future held by or otherwise benefiting the Bank which relate to the undertaking, property, assets, rights and revenues, whatever and wherever in the world, present and future and includes each or any one of them ("the Assets") or which are now deposited with the Bank by the Company together with all the Company's rights and interests in these contract and policies (including the benefit of all claims arising and all money payable under them);

f. all the Company's goodwill and uncalled for share capital for the time being;

g. all the Company's intellectual property present and future including any intellectual property to which the Company is not absolutely entitled or to which it is entitled together with others;

h. the benefit of all agreements and licences now or in the future entered into or enjoyed by the Company relating to the use or exploitation of any intellectual property in any part of the world;

i. all trade secrets, confidential information and know how owned or enjoyed by the Company now or in the future in any part of the world;

j. all trade debts now or in the future owing to the Company;

k. all other debts now or in the future owing to the Company save for those arising on fluctuating accounts with associates (as defined in section 52(3) of the Companies Act 1989 and save for those debts being (or being represented by) the balances standing to the credit of the Excluded Accounts from time to time; and

l. the benefit of all instruments, guarantees, charges, pledges, and other rights now or in the future available to you as security in respect of any Asset itself subject to a fixed charge in the Bank's favour.

### 3. By way of floating charge:-

a. all the Company's assets which are not effectively charges by the fixed charges detailed above but excluding the Excluded Accounts; and

b. without exception all of the Company's assets insofar as they are situated for the time being in Scotland.

The Debenture also contains the following restrictions: -

1. That the Company may not, without the Bank's prior consent, exercise any power of leasing, accepting surrenders of leases, of any Land, or (unless obliged to do so by law) extend, renew or vary any lease or tenancy agreement or give licence to assign or underlet; and

2. That the Company may not, without the Bank's prior consent, part with possession (otherwise than on the determination of any lease, tenancy or licence granted to the Company) of any Land or share the occupation of it with any other person, or agree to do so, without the Bank's prior written consent.

"Land" means freehold and leasehold, and any other estate in, land and (outside England and Wales) immovable property and in each case all buildings and structures upon all things affixed to Land (including trade and tenant's fixtures).

"The Excluded Accounts" means Company's accounts numbered 83465217 ("the ERDF Account"), 53741761 ("the One NorthEast Account"), 30713651, and 50410071, 73361012, and 33743713.

FILE COPY



## 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 DEBENTURE 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 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 JULY 2006.

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



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —