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COMPANIES FORM No. 395

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.**

CHFP025

Please do not write in this margin

Pursuant to section 395 of the Companies Act 1985

*Please complete legibly, preferably in black type, or bold black lettering*To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company Number
05113820** insert full name of company*

Name of company

REGENERSIS PLC

Date of creation of the charge

3 September 2009

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

Deed of Pledge

Amount secured by the mortgage or charge

See Paper Apart 1

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

KBC Bank NV**111 Old Broad Street****London**Postcode **EC2N 1BR**

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

**Burness LLP
120 Bothwell Street
Glasgow G2 7JL**Tel: **0141 248 4933**Ref: **KBC/1/1/SSW**

Time Critical Reference

For official use (02/00)
Mortgage Section

Post room

TUESDAY



A00WLDA2

A09

15/09/2009

57

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged.

Please do not write in this margin

See Paper Part 2

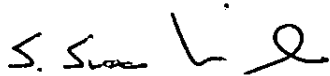
Please complete legibly, preferably in black type, or bold block lettering

Particulars as to commission, allowance or discount (note 3)

N/A

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

Signed



Date:

14.9.09

For and on behalf of Burness LLP

On behalf of 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 payable to Companies House.
6. The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

S. Sun L12

FOR BURNED LLP

Papers apart relative to Companies House Form No. 395 in respect of Regenersis plc
Registered Number: 05113820

In these Papers Apart:-

"the Charge" means the deed of pledge by the Chargor in favour of the Security Trustee dated 3 September 2009;

"Chargor" means Regenersis plc, a company incorporated under the Companies Acts with registered number 05113820 and having its registered office at 4 Elm Place, Old Witney Road, Eynsham, Witney, Oxfordshire, OX29 4BD;

"the Company" means Total Repair Solutions Limited, a company incorporated under the Companies Acts with registered number SC112872 and having its registered office at 32 Fountain Drive, Inchinnan Business Park, Inchinnan, Renfrewshire, PA4 9RF;

"Existing Shares" means the shares in the capital of the Company described in the Schedule to the Charge;

"Facility Agreement" means the facility agreement dated 14 December 2006 as amended and restated on 18 September 2007, 12 June 2008 and 1 September 2009 between, among others, Regenersis plc as borrower, the companies listed therein as Guarantors, the Security Trustee and the other Finance Parties (each as defined in that agreement);

"Finance Documents" has the meaning given to it in the Facility Agreement;

"Finance Parties" has the meaning given to it in the Facility Agreement;

"Further Shares" means any shares in the capital of the Company (other than the Existing Shares) at any time and from time to time held by the Chargor;

"Related Rights" means any dividend or interest paid or payable in relation to any of the Shares and any rights, money or property accruing or offered at any time in relation to any of the Shares by way of redemption, substitution, exchange, bonus or preference, under option rights or otherwise;

"Secured Assets" means the Existing Shares, the Further Shares and the Related Rights;

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"Secured Liabilities" means all present and future obligations and liabilities of the Chargor to the Finance Parties (or any of them) under or pursuant to the Finance Documents, whether actual, contingent, sole, joint and/or several or otherwise including, without prejudice to the foregoing generality, all obligations to indemnify the Finance Parties (or any of them);

+10

"Security Trustee" means KBC Bank NV of 111 Old Broad Street, London, EC2N 1BR; and

“Shares” means the Existing Shares and the Further Shares.

Paper Apart 1

The amount secured by the Charge is the Secured Liabilities.

Paper Apart 2

The property charged by the Charge is the Secured Assets.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 5113820
CHARGE NO. 7**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEED OF PLEDGE DATED 3
SEPTEMBER 2009 AND CREATED BY REGENERSIS PLC FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO THE FINANCE PARTIES (OR ANY OF THEM) 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 15
SEPTEMBER 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 16 SEPTEMBER
2009

D. Selb.



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES