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Please do not
write in
this marginPlease 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.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

| | | |
|--|--|---|
| | | 5 |
|--|--|---|

3778022

Name of company

* Harry Needle Railroad Company Limited

Date of creation of the charge

✓ 7 February 2007

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

T Chattels Mortgage (the "Chattels Mortgage")

Amount secured by the mortgage or charge

A All secured liabilities being the balance from time to time unpaid of all monies now due or hereafter to become due to Close Asset Finance Limited by the Company and all liabilities now owing or hereafter to become owing to Close Asset Finance Limited by the Company either actual and or contingent, and in each case whether the same shall be due or owing alone or jointly with any person or persons or by any firm in which the Company may be a partner on overdraft or otherwise and whether as principle or surety including commission and other usual bankers charges and interest thereon both before and after such demand is made or judgement obtained at the rate or respective rates in force for the time being for monies owing to Close Asset Finance Limited by the Company from the respective times at which such monies shall have become due until payment (together with all costs and expenses which may be incurred by Close Asset Finance Limited in claiming or seeking to enforce payment thereof whether by action or otherwise with interest as aforesaid and so that the only taxation of costs of Close Asset Finance Limited which the Company may require is as between solicitor and client) such interest to be computed and compounded according to the usual mode of Close Asset Finance Limited from time to time.

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

T Close Asset Finance Limited

Media House, Capricorn Park, Blakewater Road, Blackburn, Lancashire.

Postcode BB1 5QR

Presenter's name address and
reference (if any) :Michael Dalzell care of Close
Asset Finance Limited.

(AS ABOVE)

Time critical reference

For official Use (02/06)
Mortgage Section

THURSDAY



AMZS6MWB

A28

08/02/2007

236

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

The charged Assets as set out in the Equipment Schedule to the Chattels Mortgage being:

One used 1967 English Electric class 20 Locomotive. Serial no: 20092
One used 1967 English Electric class 20 Locomotive. Serial no: 20121
One used 1960 English Electric built, 350 hp, 49 tonne Shunting Locomotive fitted with train breaking
Serial no: 08492
One used 1960 English Electric built, 350 hp, 49 tonne Shunting Locomotive fitted with train breaking
Serial no: 08507

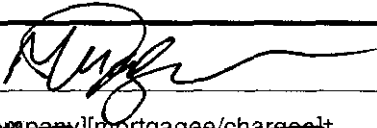
and all spare parts, replacements and modifications and additions for or to the same and the full benefit of all warranties and maintenance contracts in relation thereto.

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

Signed



Date 7 February 2007

On behalf of [company] [mortgagee/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 are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03778022

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHATTELS MORTGAGE DATED THE 7th FEBRUARY 2007 AND CREATED BY HARRY NEEDLE RAILROAD COMPANY LTD FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CLOSE ASSET FINANCE LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 8th FEBRUARY 2007.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 16th FEBRUARY 2007.

A handwritten signature in black ink, appearing to be 'P. S.', written vertically.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES