

M

COMPANIES FORM No. 395

65 1779 / 13

395

CHWP000

Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block lettering

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



6995899

Name of company

* insert full name
of Company

* Tower Newco Limited

Date of creation of the charge

BY
FAX

X*

26 AUGUST 2009

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

✓

Loan Agreement and Legal Charge

Amount secured by the mortgage or charge

The sum being £150,000 and the Site Costs, the Initial Working Capital, the Asset Consideration being the sum of £2,300,000 and the Advance Payment being the sum of £6,000,000 (as advanced from time to time) all of which are defined and set out in further detail within the Joint Venture Agreement dated 26 August 2009 and made between (1) Tower Newco Limited (2) Forward Sound Limited and (3) Tower Colliery Limited together with all interest accrued and unpaid from time to time.

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

✓

Forward Sound Limited (Company Registration Number 06723693) of West Terrace, Esh Winning,
Durham

Postcode DH7 9PT

Presenter's name address and
reference (if any) :Swinburne Maddison, Venture
House, Aykley Heads Business
Centre, Durham DH1 5TSFor official Use (02/01)
Mortgage Section

*FAX

PMO 15/09/09 243
COMPANIES HOUSE

L1C1ED4U

09/09/2009 320

COMPANIES HOUSE

Time critical reference

MWT/HG/POW/1

Short particulars of all the property mortgaged or charged

The freehold property at Tower Colliery Hirwaun Aberdare being:

(a) the whole of the land registered at HM Land Registry with title absolute under title numbers CYM395748 and CYM395697;

(b) the whole of the land registered at HM Land Registry under title number CYM395677 save for the land shown coloured blue on Plan 1 attached; and

(c) that part of the land registered at HM Land Registry with possessory title under title number CYM352494 as shown edged red on Plan 2 attached

Please see attached Continuation Sheet

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 8/9/09

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 situated 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

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write in this
binding margin

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

**Particulars of a mortgage or charge
(continued)**

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

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

* delete if
inappropriate

Company number

6995899

Name of company

Tower Newco

Limited *

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

Loan Agreement and Legal Charge

Amount due or owing on the mortgage or charge (continued)

Please do not
write in this
binding margin

*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*

subject to:

1. any matters contained or referred to in the entries or records made in registers maintained by HM Land Registry as at:

(a) 14 July 2009 timed at 12:33:22 under title number CYM395677

(b) 14 July 2009 timed at 12:33:45 under title number CYM395748;

(c) 17 September 2008 timed at 13:43:23 under title number CYM352494; and

(d) 14 July 2009 timed at 12:34:11 under title number CYM395697

2. a Section 106 Agreement made between Rhondda Cynon Taff County Borough Council (1) Tower Colliery Limited (2) and Barclays Bank plc (3) dated 9 November 2000.

3. a Wayleave with Schedule made between National Coal Board (1) The South Wales Electricity Board (2) dated 1 July 1947.

4. a Wayleave Agreement reference 72/1259/2 made between Aneurin Morgan (1) The South Wales Electricity Board (2) and dated 16 January 1973

5. a Wayleave Agreement reference 72/1259/3 made between Aneurin Morgan (1) The South Wales Electricity Board (2) and dated 16 January 1973.

6. a Tenancy Agreement made between National Coal Board (1) H R Hamer (2) dated 4 November 1981.

7. a Tenancy Agreement made between Tower Colliery Limited (1) Energy Build Limited (2) dated 6 November 2008.

8. an oral agricultural tenancy made between Tower Colliery Limited (1) Ifan Geraint Jenkins and Carol Ann Jenkins (2).

9. an oral agricultural tenancy of Bute Drift made between Tower Colliery Limited (1) and believed to be Ifan Geraint Jenkins and Carol Ann Jenkins (2).

10. an oral Tenancy of part of HM Land Registry title number CYM395677 made between the Seller (1) and a Tarmac Group Company (2).

11. the exceptions and reservations and other provisions of a lease of mine dated 31 October 1994 and made between The Coal Authority (1) and The British Coal Corporation (2)

12. A licence dated 6 November 2008 and made between Tower Colliery Limited (1) and Energybuild Limited (2)

13. An asset sale agreement made between Tower Colliery Limited (1) and Energybuild Limited (2) in the form attached

14. The provision of a Transfer of even date made between Tower Colliery Limited (1) and the Borrower (2)

15. Lease of even date of the Property made between the Borrower (1) and Tower Colliery Limited (2)

16. Option Agreement of even date made between the Borrower (1) Tower Colliery Limited (2) and the Lender (3)

*Please complete
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bold block lettering*



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 6995899
CHARGE NO. 1**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A LOAN AGREEMENT AND LEGAL
CHARGE DATED 26 AUGUST 2009 AND CREATED BY TOWER
NEWCO LIMITED FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY TO FORWARD SOUND
LIMITED 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



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES