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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

HFP025

Please do not
write in
this margin

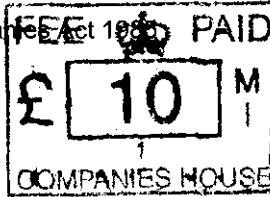
Please complete
legibly, preferably
in black type, or
bold block lettering

*Insert full name
of Company

Pursuant to section 395 of the Companies Act 1985

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

Name of company



For official use

Company number

3004124

* TPMI (Trading) Limited (the "Company")

Date of creation of the charge

3rd June

2004

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

Debenture

Amount secured by the mortgage or charge

All money and liabilities now or hereafter due, owing or incurred to Northwest Development Agency (the "Agency") by the Company under the framework funding agreement entered into between the Agency, the Company and The Manufacturing Institute on 30 March 2004 and under the Debenture in whatsoever manner in any currency or currencies whether present or future, actual or contingent, whether incurred solely or jointly with any other person whether as principal or surety together with all interest accruing thereon and all costs, charges and expenses incurred in connection therewith.

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

Northwest Development Agency of Renaissance House, PO Box 37, Centre Park, Warrington

Postcode WA1 1XB

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

Addleshaw Goddard
100 Barbirolli Square
Manchester
M2 3AB

For official Use
Mortgage Section



A27
COMPANIES HOUSE
A11
COMPANIES HOUSE
AUNS7UUK
RHGBUSJ
0689
10/06/04
0748
08/06/04

Time critical reference

Short particulars of all the property mortgaged or charged

The following assets, both present and future, from time to time owned by the Company or in which the Company is from time to time interested:

(a) by way of first legal mortgage the Company's leaseholding interest in part of the second/eighth floor and part of the fourth floor, Quay West, Manchester together with all buildings and fixtures (including trade fixtures) at any time thereon;

(b) by way of first legal mortgage all other freehold and leasehold property (if any) wherever situated together with all buildings and fixtures (including trade fixtures) at any time thereon;

(c) by way of first fixed charge all other interests (not being charged by sub-paragraphs (a) or (b) above) in any freehold or leasehold property, the buildings and fixtures (including trade fixtures) at any time thereon, all proceeds of sale derived therefrom and the benefit of all covenants given in respect thereof and all licences to enter upon or use land and the benefit of all other agreements relating to land;

(d) by way of first fixed charge all plant, machinery, vehicles, computers, office and other equipment and the benefit of all contracts, licences and warranties relating to the same;

(See continuation sheet no.1)

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)

None

Signed

Date

17/6/04

On behalf of [XXXXXX] [mortgagee/chargee]†

A fee of £10 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 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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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

3004124

Name of Company

TPMI (Trading) Limited (the "Company")

Limited*

* delete if
inappropriate

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

(continuing description of particulars of property mortgaged or charged)

(e) by way of first fixed charge all rights and interests of the Company in and claims under all policies of insurance and all proceeds thereof either now or in the future held by or written in favour of the Company or in which the Company is otherwise interested;

(f) by way of first fixed charge all book and other debts, revenues and monetary claims of the Company and all rights and claims of the Company against third parties and against any security in respect of such debts, revenues or claims;

(g) by way of first fixed charge all monies from time to time standing to the credit of any and all accounts with any agency, financial institution, or other person;

(h) by way of first fixed charge all intellectual property rights of the Company;

(i) by way of first fixed charge the benefit of all licences, consents, agreements and authorisations held or utilised by the Company in connection with its business or the use of any of its assets;

(j) by way of first fixed charge all the goodwill and uncalled capital of the Company; and

(k) as further continuing security a first floating charge over all the Company's assets and undertakings whatsoever and wheresoever both present and future not effectively charged by way of the first fixed charges pursuant to the provisions of paragraphs (a) to (j) above.

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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03004124

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 3rd JUNE 2004 AND CREATED BY TPMI (TRADING) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NORTHWEST DEVELOPMENT AGENCY 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 10th JUNE 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th JUNE 2004.

P Angela



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES