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COMPANIES FORM No. 395

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.

CHFP025

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

422120/26

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

For official use

Company number

4-1-1-1-1

05473157

Name of company

* North West Wales Management Development Centre Limited (the "Company")

Date of creation of the charge

19 January 2007

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

Legal Charge (the "Charge") dated 19 January 2007 in favour of The National Assembly for Wales (the "Mortgagee").

Amount secured by the mortgage or charge

All monies and liabilities from time to time due owing or incurred by the Company to the Mortgagee under or pursuant to a grant offer letter dated the 5th day of September 2005 made between the predecessor to the Mortgagee being the Welsh Development Agency ("WDA") and The University of Wales Bangor of Ffriddeodd Building, Victoria Drive, Bangor, Gwynedd LL57 2EN ("the University of Wales") and accepted by the University of Wales on the 20th day of September 2005 whereby the WDA agreed to provide to the University of Wales a town improvement grant subject to the terms and conditions set out therein as novated under the terms of a novation agreement dated 19 January 2007 made between the Company (1) the University of Wales (2) and the Mortgagee (3) (the "Secured Obligations").

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

The National Assembly for Wales, Trafalgar House, 5 Fitzalan Place, Cardiff

Postcode CF24 0ED

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

Pannone LLP
123 Deansgate
Manchester
M3 2BU

Ref: TH05/CRFF/594426.2

Time critical reference

For official Use (02/00)
Mortgage Section

Post room

SATURDAY



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A03

20/01/2007

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COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

1. The Company with full title guarantee as a continuing security for the Secured Obligations charges in favour of the Mortgagee by way of legal mortgage the leasehold land and buildings to be known as North West Wales Management Development Centre (the "**Property**") more fully described and delineated in a lease dated 25 April 2006 made between the University of Wales (1) and the Company (2).

2. The Company agrees that during the subsistence of the Charge it will not without the prior written consent of the Mortgagee:

- (i) sell or dispose of the Property; or
- (ii) grant or accept a surrender of any lease or licence nor vary the terms thereof or part with possession of the Property; or
- (iii) subject to the Permitted Charges (as defined below) mortgage charge or otherwise encumber the Property.

3. In this form M395 the following words have the following meanings:

"**Permitted Charges**" means the legal charge dated 19 January 2007 over the Property made between the Company (1) and Cynor Gwynedd Council of Council Offices, Shirehall Street, Caernarfon, Gwynedd, LL55 1SH (2).

Please do not write in this margin

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Particulars as to commission allowance or discount (note 3)

None

Signed

Pannone LLP

Date

19 January 2007

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

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

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

† delete as appropriate

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Particulars of a mortgage or charge (continued)

Please do not
write in this
binding margin

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

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

Company Number

05473157

Name of Company

North West Wales Management Development Centre Limited (the
"Company")

Limited*

* delete if
inappropriate

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

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 letterin***

Please do not
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binding margin

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

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

*Please complete
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in black type, or
bold block letterin*

CHFP025

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

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

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FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05473157

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 19th JANUARY 2007 AND CREATED BY NORTH WEST WALES MANAGEMENT DEVELOPMENT CENTRE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE NATIONAL ASSEMBLY FOR WALES 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 20th JANUARY 2007.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 26th JANUARY 2007.

Pargela



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —