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COMPANIES FORM No. 395
Particulars of a charge

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

**395**

Company number

2311487

Name of company

DELCAM PLC

Date of creation of the charge

8TH FEBRUARY 1999

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

MORTGAGE OF TRADE MARKS TRADE NAMES AND GOODWILL

Amount secured by the mortgage or charge

All monies now due or hereafter to become due or from time to time accruing due from
the Company to the Bank upon any account and in any manner whatsoever.

Short particulars of all the property mortgaged or charged

The attached Schedule includes covenants by and restrictions on the Company which protect and further
define the Charges and which, together with further Warranties and Undertakings in the Security, must
be read as part of the Charges created.

PLEASE SEE ATTACHED CONTINUATION SHEETS

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

BARCLAYS BANK PLC54 LOMBARD STREET
LONDON EC3P 3AHPresenter's name, address and
reference (if any): 20 - -

WMLSC A10031-7121322
BARCLAYS LOAN SERVICING CENTRE
COMPANY REGISTRATIONS
P.O. BOX 299
BIRMINGHAM B1 3PF

For official use

Mortgage section



Time critical reference

Particulars of a charge continued

Company number

2311487

Name of company

DELCAM PLC

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

FOR BARCLAYS BANK PLC

Signed

Date

01 MAR 1999

MANAGER

Designation of position in relation to the company: BARCLAYS LOAN SERVICING CENTRE

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,or 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. The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF4 3UZ

Please complete
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Particulars of a charge continued

Company number

2311487

Name of company

DELCAM PLC

SHORT PARTICULARS OF ALL THE PROPERTY MORTGAGED OR CHARGED

UNDER CLAUSE 1 OF THE SECURITY:-

DEFINITIONS

- 1) "CHARGED RIGHTS" MEANS ALL AND ANY TRADE MARKS, TRADE MARK APPLICATIONS, TRADE NAMES, GOODWILL, CAUSES OF ACTION AND INTERESTS ASSURED, ASSIGNED OR CHARGED.
- 2) "TRADE MARK" MEANS UNITED KINGDOM AND OTHER TRADE AND SERVICE MARKS ANYWHERE IN THE WORLD (INCLUDING, WITHOUT LIMITATION, COMMUNITY TRADE MARKS).

UNDER CLAUSE 3 OF THE SECURITY THE COMPANY ASSIGNS TO THE BANK:-

- 1) ALL THE UNITED KINGDOM REGISTERED TRADE MARKS LISTED IN THE SCHEDULE HERETO AND ALL OTHER UNITED KINGDOM REGISTERED TRADE MARKS PRESENTLY BELONGING TO OR ACQUIRED BY THE COMPANY IN THE FUTURE;
- 2) ALL THE UNITED KINGDOM APPLICATIONS FOR TRADE MARKS LISTED IN THE SCHEDULE HERETO AND ALL OTHER UNITED KINGDOM TRADE MARK APPLICATIONS PRESENTLY BELONGING TO OR ACQUIRED BY THE COMPANY IN THE FUTURE;
- 3) ALL PRESENT AND FUTURE RIGHTS AND CAUSES OF ACTION WHENEVER AND WHEREVER ACCRUING DUE TO THE COMPANY IN RESPECT OF INFRINGEMENT OF ANY OF THE RIGHTS REFERRED TO IN THE FOREGOING PARAGRAPHS AND CLAUSE 5 OF THE SECURITY REFERRED TO HEREAFTER.

UNDER CLAUSE 4 OF THE SECURITY THE COMPANY CHARGES TO THE BANK BY WAY OF FIRST FIXED CHARGE:

- 1) ALL THE NON-UNITED KINGDOM TRADE MARKS, AND ALL THE APPLICATIONS FOR NON-UNITED KINGDOM TRADE MARKS LISTED IN THE SCHEDULE HERETO, AND ALL OTHER TRADE MARKS OR TRADE NAMES NOT ASSIGNED UNDER CLAUSE 3 OF THE SECURITY, WHETHER REGISTERED OR NOT BELONGING TO THE COMPANY BOTH NOW AND IN THE FUTURE;
- 2) ALL THE UNREGISTERED TRADE MARKS AND TRADE NAMES LISTED IN THE SCHEDULE HERETO AND ALL RIGHTS IN PASSING OFF AND ALL GOODWILL OF THE BUSINESS OF THE COMPANY, BOTH PRESENT AND FUTURE;

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Particulars of a charge continued

Company number

2311487

Name of company

DELCAM PLC

- 3) ALL LICENCES, REGISTERED USER AGREEMENTS AND OTHER INTERESTS OR RIGHTS OF THE COMPANY (BOTH PRESENT AND FUTURE, AND HOWEVER ARISING) IN OR IN CONNECTION WITH ANY TRADE MARKS OR TRADE NAMES ANYWHERE IN THE WORLD (A) WHICH BELONG TO THIRD PARTIES (B) TO WHICH THE COMPANY IS NOT ABSOLUTELY ENTITLED; AND (C) TO WHICH THE COMPANY IS ENTITLED JOINTLY WITH OTHERS;
- 4) ALL THE BENEFITS OF ANY LICENCES GRANTED BY THE COMPANY UNDER THE CHARGED RIGHTS INCLUDING, WITHOUT LIMITATION, ALL ROYALTIES PAYABLE WHETHER PRESENTLY PAYABLE OR FALLING DUE FOR PAYMENT IN THE FUTURE.

COVENANTS

UNDER CLAUSE 5 OF THE SECURITY AND DURING THE SUBSISTENCE OF SUCH SECURITY THE COMPANY WILL:-

- 1) AT THE REQUEST OF THE BANK EXECUTE (IN THE FORM REQUIRED BY THE BANK) A SUPPLEMENTAL CHARGE OR ASSIGNMENT BY WAY OF SECURITY OF SUCH TRADE MARKS, TRADE MARK APPLICATIONS, APPLICATIONS FOR TRADE MARKS RIGHTS AND INTERESTS THROUGHOUT THE WORLD FOR THEIR FULL TERM AND ALL IMPROVEMENTS, PROLONGATIONS, RENEWALS OR EXTENSIONS OF THEM AS SHALL HAVE BEEN ACQUIRED BY THE COMPANY (WHETHER IN THE UNITED KINGDOM OR ELSEWHERE) SINCE THE DATE OF THE SECURITY;
- 2) DO AND CONCUR IN ALL SUCH OTHER ACTS OR THINGS AND EXECUTE ALL SUCH FURTHER DOCUMENTS, INSTRUMENTS AND DEEDS AS MAY BE REQUIRED BY THE BANK:
 - (A) TO VEST THE CHARGED RIGHTS REFERRED TO IN CLAUSE 3 OF THE SECURITY IN THE BANK AND TO PERFECT THE BANK'S RIGHT OR TITLE TO SUCH CHARGED RIGHTS; AND
 - (B) TO PERFECT THE BANK'S SECURITY OVER ALL OR ANY OF THE CHARGED RIGHTS;
- 3) DEPOSIT WITH THE BANK ANY CERTIFICATE EVIDENCING REGISTRATION OF THE CHARGED RIGHTS.

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Particulars of a charge continued

Company number

2311487

Name of company

DELCAM PLC

SHORT PARTICULARS OF ALL THE PROPERTY MORTGAGED OR CHARGED CONT'D

**UNDER CLAUSE 7 OF THE SECURITY THE COMPANY WILL NOT WITHOUT THE
CONSENT IN WRITING OF THE BANK:-**

- 1) GRANT OR AGREE TO GRANT ANY LICENCE, RIGHT OR INTEREST UNDER OR IN RESPECT OF THE CHARGED RIGHTS;
- 2) ASSIGN OR OTHERWISE TRANSFER, CHARGE, MORTGAGE OR OTHERWISE ENCUMBER OR DISPOSE OF ANY INTEREST WHATEVER (INCLUDING WITHOUT LIMITATION THE EQUITY OF REDEMPTION) IN THE CHARGED RIGHTS;
- 3) AMEND THE SPECIFICATION OF ANY REGISTERED TRADE MARK COMPRISED IN THE CHARGED RIGHTS;
- 4) CONSENT TO, AUTHORISE OR PERMIT THE USE OR REGISTRATION BY ANY THIRD PARTY OF ANY TRADE MARKS THE SAME AS OR CONFUSINGLY SIMILAR TO THE CHARGED RIGHTS; OR
- 5) ENTER INTO ANY CONTRACT OR ARRANGEMENT FOR SUPPLY OR OTHERWISE WHEREBY ANY THIRD PARTY OBTAINS ANY RIGHT, LICENCE OR PERMISSION TO USE THE CHARGED RIGHTS ON THE OCCURRENCE OR NON-OCCURRENCE OF ANY FUTURE EVENT OR CIRCUMSTANCE WHETHER SUCH EVENT OR CIRCUMSTANCE IS A BREACH OF CONTRACT BY OR THE INSOLVENCY OF THE COMPANY OR ANY OTHER EVENT OR CIRCUMSTANCE WHATEVER.

THE SCHEDULE HEREINBEFORE REFERRED TO:

PLEASE SEE ATTACHED SCHEDULE OF 9 PAGES

THE SCHEDULE

Part I

Trade Marks

<u>COUNTRY OF REGISTRATION</u>	<u>TRADE MARK</u>	<u>REGISTRATION NO.</u>	<u>CLASS</u>
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(As detailed on the attached)

Part II

Details of Applications for Trade Marks

<u>COUNTRY OF APPLICATION</u>	<u>TRADE MARK APPLIED FOR</u>	<u>APPLICATION NO</u>	<u>CLASS</u>
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(As detailed on the attached)

Part III

Unregistered Trade Marks and Trade Names

(As detailed on the attached)

THE SCHEDULEPART ITRADE MARKS

<u>COUNTRY OF REGISTRATION</u>	<u>REGISTRATION NO.</u>	<u>TRADEMARK</u>	<u>CLASS</u>
U.K.	2110317	ARTCAM	9
U.K.	2019158	COPYCAD	9
U.K.	2002492	DELCAM & SPIDER LOGO (DEVICE NO: 2152)	9
U.K.	1422516	DUCT	9
U.K.	1588128	POWERMILL	9
AUSTRALIA	645759	DELCAM & SPIDER LOGO (DEVICE NO: 2152)	9
AUSTRIA	632646	DELCAM & SPIDER LOGO	9
BELARUS	632646	DELCAM & SPIDER LOGO (DEVICE NO: 2152)	9
BENELUX	632646	DELCAM & SPIDER LOGO (DEVICE NO: 2152)	9
BRAZIL	817373810	DELCAM	40.34
BRAZIL	817373799	DELCAM & SPIDER DEVICE (DEVICE NO: 2152)	40.34
BRAZIL	817373780	DUCT	40.34
BULGARIA	632646	DELCAM & SPIDER LOGO (DEVICE NO: 2152)	9
CANADA	460281	DELCAM & SPIDER LOGO (DEVICE NO: 2152)	9
CHINA	632646	DELCAM & SPIDER LOGO (DEVICE NO: 2152)	9

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Nil

THE SCHEDULEPART I (CONTINUED)TRADE MARKS

<u>COUNTRY OF REGISTRATION</u>	<u>REGISTRATION NO.</u>	<u>TRADEMARK</u>	<u>CLASS</u>
CZECH REPUBLIC	632646	DELCAM & SPIDER LOGO (DEVICE NO: 2152)	9
EGYPT	632646	DELCAM & SPIDER LOGO (DEVICE NO: 2152)	9
FRANCE	632646	DELCAM & SPIDER LOGO (DEVICE NO: 2152)	9
GERMANY	632646	DELCAM & SPIDER LOGO (DEVICE NO: 2152)	9
GERMANY	2904329	DIGICAM	9
HUNGARY	632646	DELCAM & SPIDER LOGO (DEVICE NO: 2152)	9
INTERNATIONAL TM	632646	DELCAM & SPIDER LOGO (DEVICE NO: 2152)	9
ITALY	643213	DELCAM & SPIDER LOGO (DEVICE NO: 2152)	9
JAPAN	3302825	DELCAM & SPIDER LOGO (DEVICE NO: 2152)	9
MEXICO	488813	DELCAM & SPIDER LOGO (DEVICE NO: 2152)	9
POLAND	632646	DELCAM & SPIDER LOGO (DEVICE NO: 2152)	9
PORTUGAL	632646	DELCAM & SPIDER LOGO (DEVICE NO: 2152)	9
PORTUGAL	NAT. REG.	DELCAM & SPIDER LOGO BUSINESS NAME REGN (DEVICE NO: 2152)	9

THE SCHEDULEPART I (CONTINUED)TRADE MARKS

<u>COUNTRY OF REGISTRATION</u>	<u>REGISTRATION NO.</u>	<u>TRADEMARK</u>	<u>CLASS</u>
RUMANIA	632646	DELCAM & SPIDER LOGO (DEVICE NO: 2152)	9
RUSSIA	632646	DELCAM & SPIDER LOGO (DEVICE NO: 2152)	9
SLOVAK REPUBLIC	632646	DELCAM & SPIDER LOGO (DEVICE NO: 2152)	9
SOUTH AFRICA	94/12469	DELCAM & SPIDER LOGO (DEVICE NO: 2152)	9
SOUTH KOREA	390214	ARTCAM	9
SOUTH KOREA	349958	DELCAM & SPIDER LOGO (DEVICE NO: 2152)	9
SOUTH KOREA	390216	POWERMILL	9
SPAIN	632646	DELCAM & SPIDER LOGO (DEVICE NO: 2152)	9
SPAIN	1725265	DELCAM IACAM INGENIERA Y	42
SWITZERLAND	632646	DELCAM & SPIDER LOGO (DEVICE NO: 2152)	9
TAIWAN	698471	DELCAM & SPIDER LOGO (DEVICE NO: 2152)	9
TAIWAN	767768	POWERMILL	9
U.S.A.	2126931	ARTCAM	9
U.S.A.	2056074	COPYCAD	9
U.S.A.	1878963	DELCAM	42

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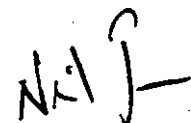
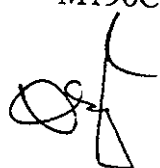
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THE SCHEDULEPART I (CONTINUED)TRADE MARKS

<u>COUNTRY OF REGISTRATION</u>	<u>REGISTRATION NO.</u>	<u>TRADEMARK</u>	<u>CLASS</u>
U.S.A.	1828086	DUCT	38
U.S.A.	1977378	POWERMILL	9
UKRAINE	632646	DELCAM & SPIDER LOGO (DEVICE NO: 2152)	9

THE SCHEDULEPART IIDETAILS OF APPLICATIONS FOR TRADE MARKS

<u>COUNTRY OF REGISTRATION</u>	<u>REGISTRATION NO.</u>	<u>TRADEMARK</u>	<u>CLASS</u>
U.K.	2154030	POWERINSPECT	9
U.K.	2154031	POWERMOULD AND POWERMOLD	9
U.K.	2153605	POWERSHAPE	9
BRAZIL	819908703	ARTCAM	9
BRAZIL	820343099	DUCT	9
BRAZIL	819908690	POWERMILL	9
CHINA		DELCAM CHINESE TRANSLITERATION (DEVICE NO: 2802)	9
EIRE	96/5178	DELCAM & SPIDER LOGO (DEVICE NO: 2462)	9
INDIA	647158	DELCAM & SPIDER LOGO (DEVICE NO: 2152)	9
INDONESIA	D9623504	DELCAM & SPIDER LOGO (DEVICE NO: 2152)	9
INTERNATIONAL TM	11060-D/97	ARTCAM	9
INTERNATIONAL TM	11061-D/97	DUCT	9
INTERNATIONAL TM	11059-D/97	POWERMILL	9
ITALY	M196C011523	ARTCAM	9
ITALY	M196C011522	DUCT	9

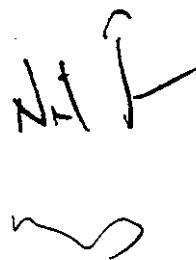


THE SCHEDULEPART II (CONTINUED)DETAILS OF APPLICATIONS FOR TRADE MARKS

<u>COUNTRY OF REGISTRATION</u>	<u>REGISTRATION NO.</u>	<u>TRADEMARK</u>	<u>CLASS</u>
ITALY	M196C011521	POWERMILL	9
JAPAN	08-110991	ARTCAM	9
JAPAN	08-110992	DUCT	9
JAPAN	08-110993	POWERMILL	9
MALAYSIA	MA/10762/94	DELCAM & SPIDER LOGO (DEVICE NO: 2152)	9
SOUTH KOREA	43348/1996	DUCT	9
TAIWAN	85048973	ARTCAM	9
TAIWAN	85048971	DUCT	9
U.S.A.	75/498405	DELCAM & SPIDER DEVICE (DEVICE NO: 2152)	9



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THE SCHEDULE**PART III****UNREGISTERED TRADE MARKS AND TRADE NAMES**

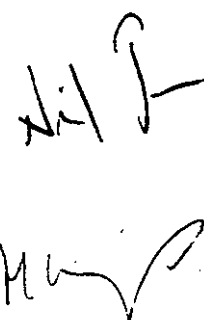
<u>COUNTRY</u>	<u>TRADEMARK</u>
U.K.	POWERINSPECT
U.K.	POWERMOULD AND POWERMOLD
U.K.	POWERSHAPE
BRAZIL	ARTCAM
BRAZIL	DUCT
BRAZIL	POWERMILL
CHINA	DELCAM (CHINESE TRANSLITERATION) (DEVICE NO. 2802)
EIRE	DELCAM & SPIDER LOGO (DEVICE NO: 2462)
INDIA	DELCAM & SPIDER LOGO (DEVICE NO: 2152)
INDONESIA	DELCAM & SPIDER LOGO (DEVICE NO: 2152)
INTERNATIONAL TM	ARTCAM
INTERNATIONAL TM	DUCT
INTERNATIONAL TM	POWERMILL
ITALY	ARTCAM
ITALY	DUCT
ITALY	POWERMILL
JAPAN	ARTCAM

Nil J

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THE SCHEDULEPART III (CONTINUED)UNREGISTERED TRADE MARKS AND TRADE NAMES

<u>COUNTRY</u>	<u>TRADEMARK</u>
JAPAN	DUCT
JAPAN	POWERMILL
MALAYSIA	DELCAM & SPIDER LOGO (DEVICE NO: 2152)
SOUTH KOREA	DUCT
TAIWAN	ARTCAM
TAIWAN	DUCT
U.S.A.	DELCAM & SPIDER LOGO (DEVICE NO: 2152)



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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02311487

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE OF TRADE MARKS TRADE NAMES AND GOODWILL DATED THE 8th FEBRUARY 1999 AND CREATED BY DELCAM PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 1st MARCH 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 3rd MARCH 1999.

J. Grandon
J. GRANDON

for the Registrar of Companies

Cfarn



C O M P A N I E S H O U S E