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\* insert full name  
of Company

## COMPANIES FORM No. 395

### Particulars of a mortgage or charge

A fee of £10 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

RET III

03179118

Name of company

\* MOBILE SYSTEMS INTERNATIONAL HOLDINGS LIMITED

Date of creation of the charge

25 October 1999

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

Debenture and Guarantee dated 25 October 1999 and made between the  
Company and Greyrock Capital, a division of Banc of America Commercial  
Finance Corporation of 10880 Wilshire Boulevard, Suite 1850, Los  
Angeles, CA 90024

Amount secured by the mortgage or charge

All moneys and liabilities which become due and are not paid or  
discharged by Metapath Software International, Inc., Metapath Software  
International (Bellevue), Inc., Metapath Software International  
(Dallas), Inc. and Metapath Software International Limited under a  
Facility Document made between Greyrock Capital and the aforementioned  
Companies.

The Company has also agreed to indemnify Greyrock Capital against all  
reasonable losses, costs, expenses, fees and charges suffered or  
incurred by Greyrock Capital where sums due under the Facility Document  
are not paid in accordance with its terms, or where the Company does not  
fulfil any of its obligations under the Guarantee.

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

Greyrock Capital, a division of Banc of America Commercial Finance  
Corporation of 10880 Wilshire Boulevard, Suite 1850, Los Angeles, CA

Postcode 90024

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

Kennedys Solicitors  
Longbow House  
14-20 Chiswell Street  
London  
EC1Y 4TW

Ref: 10/KZD/JS

Time critical reference

For official Use  
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

1. By way of a first fixed charge all Equipment;
2. By way of first fixed charge all right, title and interest of Greyrock Capital ("the Chargor") in all stocks, shares, bonds, debentures, debenture stock, loan notes, bills, warrants, coupons, deposit receipts or certificates, interest in or rights under or in connection with any fund or investment and securities of any kind whatsoever whether marketable or otherwise and all other interests both present and future in (and from) any company, firm, consortium or entity wheresoever situate including (but not limited to) all allotments, offers, rights, benefits and advantages whatsoever at any time accruing offered or arising in respect of the same whether by way of conversion, redemption, bonus, rights, preference, option, dividends, interest or otherwise now and hereafter held by the Chargor;
3. By way of first fixed charge, all book debts and other debts, (but excluding any bank deposits and credit balances with the Chargor's bankers), revenues, and claims both present and future and all things in action due or owing or which may become due or owing to or purchased or otherwise acquired by the Chargor and the full benefit of all rights and remedies relating thereto including but not limited to any negotiable or non-negotiable instruments, guarantees, indemnities, debentures, legal and equitable

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Particulars as to commission allowance or discount (note 3)

Signed Kennedy S Date 27/10/99  
On behalf of [~~company~~] [~~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 CF4 3UZ

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

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

Continuation sheet No 1  
to Form No 395 and 410 (Scot)

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Company Number

03179118

Name of Company

MOBILE SYSTEMS INTERNATIONAL HOLDINGS

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)

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

**Please complete  
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bold block lettering**

charges and other security, reservation of proprietary rights, rights of tracing, liens and all other rights and remedies of whatsoever nature in respect of the same;

4. By way of first fixed charge, the uncalled capital, goodwill and all and any interests from time to time of the Chargor in patents, trade marks and service marks (whether registered or not) brand and trade names, registered designs, design rights, copyrights, computer programmes, inventions, confidential information, know-how and all other intellectual or intangible property or rights of whatsoever nature and howsoever and wheresoever arising and all applications for the protection of any of the foregoing in any part of the world, and all licences and sub-licences granted to or by the Chargor, and all agreements and ancillary and connected rights, interests and benefits including all royalties, fees and other income from the same both present and future of the Chargor;

5. By way of first fixed charge, all present and future contracts or policies of insurance and assurance (including, but not limited to, life policies) in which the Chargor now or hereafter has an interest and/or right (including, but not limited to claims arising thereunder) and all moneys from time to time payable thereunder including any refund of premiums save proceeds of insurance of the property of the Chargor, fixtures and rents;

6. By way of floating charge, the undertaking and all other property assets and rights not subject to a fixed charge under this Debenture (including, but not limited to, any bank deposits and credit balances with the Chargor's bankers) of the Chargor whatsoever and wheresoever both present and future including but not limited to the stock in trade of the Chargor wheresoever which is or may be from time to time while this instrument is in force comprised in the property and undertaking of the Chargor;

7. The Company has also covenanted to not create or attempt to create or permit to subsist any mortgage, debenture, charge or pledge upon, or permit any lien or other encumbrance to arise on or affect any of the charged assets or any part thereof.

**FILE COPY**



**CERTIFICATE OF THE REGISTRATION  
OF A MORTGAGE OR CHARGE**

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

COMPANY No. 03179118

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT GUARANTEE & DEBENTURE DATED THE 25th OCTOBER 1999 AND CREATED BY MOBILE SYSTEMS INTERNATIONAL HOLDINGS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM METAPATH SOFTWARE INTERNATIONAL, INC., METAPATH SOFTWARE INTERNATIONAL (BELLEVUE), INC., METAPATH SOFTWARE INTERNATIONAL (DALLAS), INC. AND METAPATH SOFTWARE INTERNATIONAL LIMITED TO GREYROCK CAPITAL UNDER A FACILITY DOCUMENT AS DEFINED IN THE GUARANTEE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 28th OCTOBER 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2nd NOVEMBER 1999.

*R  
QR*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



**C O M P A N I E S   H O U S E**

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