

M

COMPANIES FORM No. 395

008480/39

Particulars of a mortgage or charge

395

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

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

For official use

Company number

8

3922833

Name of company

* Utilyx Limited (the Company)

Date of creation of the charge

7th day of October 2008

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

Charge over Intellectual Property Rights (the Charge)

Amount secured by the mortgage or charge

All monies obligations and liabilities whatsoever whether actual or contingent now or hereafter due, owing or incurred to the Governor and Company of the Bank of Ireland (the Bank) by the Company in whatever currency whether on any banking or other account or otherwise in any manner whatsoever including, without limitation, all liabilities in connection with foreign exchange transactions, accepting, endorsing or discounting any notes or bills, or under bonds, guarantees, indemnities, documentary or other credits or any instruments whatsoever from time to time entered into by the Bank for or at the request of the Company and all amounts which may become payable or for which the Company may become liable under this Charge together with interest to the date of payment, commission, fees and other charges and all legal and other costs, charges and expenses incurred by the Bank or any receiver or administrator in relation to the Company (on a full indemnity basis) and all losses and damages that may be sustained, suffered or incurred by the Bank arising out of or in connection with any act, matter or thing done or omitted to be done by the Company under the Charge or any document, arrangement or agreement between the Company and the Bank or any disclaimer of any of the Company's contracts, agreements or arrangements or any of the Company's liabilities or obligations to the Bank, and also interest on the foregoing to the date of payment

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

The Governor and Company of the Bank of Ireland (the Bank)
36 Queen Street
London

Postcode EC4R 1HJ

Presenter's name address and
reference (if any)

Clyde & Co LLP
51 Eastcheap
London
EC3M 1JP
CZW/RJH/0808530

Doc No. 1318052

Time critical reference

For official Use (02/06)
Mortgage Section

Post room

FRIDAY



LD2

LGDJQ48Z

24/10/2008

92

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

By way of a fixed charge the Company charges in favour of the Bank

- 1 all the Company's present and future Intellectual Property Rights (as defined in the Charge), and

as continuing security for the payment, discharge and performance of the secured liabilities

- 2 to the extent that any such Intellectual Property Rights are not capable of being charged, or pending the grant of any necessary third party consent for such a charge, an assignment of any and all damages, compensation, remuneration, profit, rent or income which the Company may derive from these Intellectual Property Rights

Note The Charge contains covenants by the Company with the Bank not without the Bank's prior written consent to -

- 1 create or permit to subsist any encumbrance over all or any of the charged assets other than the encumbrances created or granted in favour of the Bank,

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 Clyde & Co. LLP

Date 24th October 2008

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 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**

Name of company

* Insert full name
of Company

* Utilyx Limited (the Company)

Addendum 1/4

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

Addendum 2/4

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

Addendum 3/4

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

Addendum 4/4

4 Short particulars of all the property mortgaged or charged (continued)

The Company shall not without the prior written consent of the Bank

2 lease, sell, transfer, assign, release or otherwise dispose of or agree to lease, sell, transfer, assign, release or otherwise dispose of, all or any part of the charged assets,
3 use or knowingly permit any Intellectual Property Rights to be used in a way or take any step or omit any step in respect of any Intellectual Property Rights which the Company knows may materially and adversely effect the existence or value of the rights

AND

4 The the Company shall take all necessary steps to preserve and enforce all of its Intellectual Property Rights which are used or useful to the conduct of the Company's business or which are required by it in order to carry on its business



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 3922833
CHARGE NO. 8**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A CHARGE OVER INTELLECTUAL
PROPERTY RIGHTS DATED 7 OCTOBER 2008 AND CREATED BY
UTILYX LIMITED FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY TO THE GOVERNOR &
COMPANY OF THE BANK OF IRELAND ON ANY ACCOUNT
WHATSOEVER 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 24 OCTOBER 2008**

**GIVEN AT COMPANIES HOUSE, CARDIFF THE 27 OCTOBER
2008**



Companies House
— for the record —

PS



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**