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CHFP004

Please do not
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this marginPlease complete
legibly, preferably
in black type, or
bold block lettering* insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £13 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

	1	
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04295590

Name of company

ABCELLUTE LIMITED

Date of creation of the charge

17TH DECEMBER 2008

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

DEBENTURE

Amount secured by the mortgage or charge

All monies outstanding under the terms of a Convertible Loan Note Instrument entered into between Abcellute Limited and Finance Wales Investments (5) Limited dated 17th December 2008.

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

Finance Wales Investments (5) Limited

3rd Floor, Oakleigh House, Park Place, Cardiff

Postcode CF10 3DQ

Presenter's name address and
reference (if any) :BERRY SMITH LLP
DX 33097
CARDIFF 1

Ref: ELB/Abcellute

Time critical reference

For official Use (02/06)
Mortgage Section

Post room

WEDNESDAY



A34

AV8T95XH

24/12/2008

COMPANIES HOUSE

297

Short particulars of all the property mortgaged or charged

By way of legal mortgage the freehold and leasehold property referred to in the Schedule to this Debenture together with all buildings, trade and other fixtures, fixed plant and machinery of the Borrower from time to time on such property;

By way of fixed charge:

(a) all other freehold and leasehold property now or in the future belonging to the Borrower together with all buildings, trade and other fixtures, fixed plant and machinery of the Borrower from time to time on such property;

(b) all plant, machinery, computers, office and other equipment now or in the future belonging to the Borrower (other than fixed plant and machinery) including all computer terminals, hard drives, keyboard, connecting leads and networks now or in the future belonging to the Borrower, together with all additions, alterations, accessories, replacements and renewals from time to time for such equipment and any component parts of such equipment from time to time;

(c) all stocks, shares and other securities now or in the future belonging to the Borrower together with all dividends and other rights deriving from such securities;

(d) the goodwill of the Borrower and its uncalled capital for the time being; and

(e) all patents, copyrights, marks, service marks, designs and other intellectual property rights (including without limitation business names, know-how, formulae, inventions, confidential information, trade secrets, computer software, programs and systems), claims and all fees, royalties and other rights of every kind deriving from such intellectual property now or in the future belonging to the Borrower;

By way of floating charge all the undertaking, property and assets of the Borrower whatsoever and wheresoever present and future not subject to a legal mortgage or fixed charge by this Debenture.

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

Benny Onu

Date

23.12.08

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 are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

Short particulars of all the property mortgaged or charged

The Borrower shall not without the previous written consent of the Lender:

2.1.1 create or allow to remain in existence any mortgage, charge, lien, or other security interest on any of its assets other than this Debenture;

2.1.2 dispose of the assets charged by Clauses 1.1.1 and 1.1.2;

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bold block lettering

Particulars as to commission allowance or discount (note 3)

Signed

Benny Smith

Date

23.12.08

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)

Notes

+delete as
appropriate

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- 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.
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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. 4295590
CHARGE NO. 1**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 17
DECEMBER 2008 AND CREATED BY ABCELLUTE LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO FINANCE WALES INVESTMENTS (5) LIMITED
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 DECEMBER 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29 DECEMBER
2008



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES