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Please do not
write in
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

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05131621

Name of company

* NANOTECHTURE GROUP PLC

Date of creation of the charge

5 June 2009

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

DEBENTURE

Amount secured by the mortgage or charge

All of the Company's liabilities to the chargee of any kind and in any currency (whether present or future actual or contingent and whether incurred alone or jointly with another) pursuant to a loan agreement between the Company and the chargee dated 11 May 2009 or the Debenture.

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

East Hill Venture Fund, L.P. - Series 2008A

10 Memorial Blvd., Suite 901, Providence RI 02903

Postcode

Presenter's name address and
reference (if any) :Wilmer Cutler Pickering Hale and
Dorr LLP, Alder Castle, 10 Noble
Street, London EC2V 7QJ

Time critical reference

For official Use (02/06)
Mortgage Section

WEDNESDAY



AA87HALB

A48

10/06/2009

337

COMPANIES HOUSE

N/M ✓
395

Short particulars of all the property mortgaged or charged


See continuation sheet.

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bold block lettering

Particulars as to commission allowance or discount (note 3)

Signed



Date 5 June 2009

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

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binding margin

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

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

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

Company number

05131621

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

Name of company

NANOTECHTURE GROUP PLC

~~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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binding margin

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

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

- (a) by way of legal mortgage all freehold and leasehold property now vested in or charged to the Company;
- (b) by way of fixed charge all estates or interests in any freehold and leasehold property now and in the future vested in or charged to the Company except the property mortgaged by paragraph (a);
- (c) by way of fixed charge all plant machinery and fixtures and fittings of the Company present and future;
- (d) by way of fixed charge all furniture furnishings equipment tools and other chattels of the Company present and future not regularly disposed of in the ordinary course of business;
- (e) by way of fixed charge all the goodwill and uncalled capital of the Company present and future;
- (f) by way of fixed charge all stocks shares bonds certificates of deposit and other securities of the Company present and future, all rights attaching to them and all cash or other benefits or rights deriving from them;
- (g) by way of fixed charge all confidential information, knowhow trademarks design rights patents or other intellectual property rights (in each case whether registered or unregistered together with any applications in respect thereof) choses in action and claims of the Company present and future;
- (h) by way of fixed charge the benefit of all currency and interest rate swaps caps or collars or other hedging agreements and all futures transactions or treasury instruments made with the chargee or any other third party;
- (i) by way of fixed charge all book debts loan capital indebtedness and other debts owing to the Company present and future; and
- (j) by way of floating charge all the undertaking and all property assets and rights of the Company present and future not otherwise effectively mortgaged or charged under the Debenture.

*Please complete
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bold block lettering*

① + 95-



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 5131621
CHARGE NO. 3**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 5 JUNE 2009
AND CREATED BY NANOTECHTURE GROUP PLC FOR SECURING
ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY
TO EAST HILL VENTURE LP-SERIES 2008A 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 10 JUNE 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12 JUNE 2009



Companies House
— for the record —

P. well



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES