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## 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

Name of company

\* R5 PHARMACEUTICALS LIMITED

Date of creation of the charge

SEE ATTACHED FAX 15/12/06

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

DEBENTURE

Amount secured by the mortgage or charge

All monies (including the aggregate of all monies lent by the Chargee to the Company under and subject to the terms of the loan agreement between the Company and the Chargee of the same date of the Debenture) whether principal, interest or otherwise which may become due and owing to the Chargee by the Company either alone or jointly with any other persons and all other liabilities whatsoever of the Company to the Chargee whether actual or contingent and whether as principal, debtor, guarantor or otherwise as set out in the Debenture.

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

EAST MIDLANDS REGIONAL VENTURE CAPITAL FUND NO 1 LIMITED PARTNERSHIP whose registered office is at BioCity, Pennyfoot Street, Nottingham

Postcode NG1 1GF

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

Geldards LLP

Number One Pride Place

Pride Park

Derby

DE24 8QR

RLM.68158.14 D:1402784v1

Time critical reference

For official Use (06/2005)  
Mortgage Section

Post room



PMO  
COMPANIES HOUSE

\*PHQA900F\*

\*AR8TJLKQ\*

A23

22/12/2006

484

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

1. By way of a fixed legal mortgage all of the Company's estates, rights and interests in any leasehold or freehold property acquired after the date of the Debenture;
2. By way of fixed equitable charge all its estates, rights or interests in any freehold or leasehold property  
(save to the extent set out above) and the proceeds of any sale of them;
3. By way of fixed charge (a) all its present and future fixed plant and machinery; (b) all stocks, shares, debentures, bonds notes or other capital in any subsidiary or other corporate body; (c) all its present and future uncalled capital; (d) its rights under all contracts and licences in any intellectual property;
4. By way of floating charge all credit balances due or owing to the Company or any current account, the book debts and all other receivables due owing or payable to the Company and all other assets whatsoever and wheresoever, present and future other than those assets which are effectively mortgaged or charged under any other provision of the 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



Date

15/12/06

On behalf of ~~XXXXXXXX~~ [mortgagee/chargee] †

*A fee is payable  
to Companies  
House in  
respect of each  
register entry  
for a mortgage  
or charge.  
(See Note 5)*

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

† delete as  
appropriate

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Pride Park  
Derby  
DE24 8QR

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# Geldards LLP

**For the attention of Steve Russell**  
Companies House

Our Ref: 68158.14  
Your Ref:

Date: 3 January 2007

Direct: 01332 378315  
Fax: 01332 294295  
Email: rachel.manning@geldards.co.uk

**BY FAX: 02920 380827**

Dear Sirs

**R5 Pharmaceuticals Limited (the "Company")**

Further to an earlier telephone conversation between your Steve Russell and this firm, we confirm the following information relating to two forms 395 recently filed in respect of the Company:

(a) in relation to the form 395 in respect of a debenture between (1) East Midlands Regional Venture Capital Fund No 1 Limited Partnership and (2) the Company, the date of creation should be shown as 15 December 2006; and

(b) in relation to the form 395 in respect of a debenture between (1) Dr Wilding and (2) the Company, the date of creation should be shown as 15 December 2006 and the full and correct name of the Chargee is "Dr Ian Wilding".

We thank you for your assistance in this matter.

Yours faithfully

*Geldards LLP*

**GELDARDS LLP**

D:1413143v1

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05661235

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 15th DECEMBER 2006 AND CREATED BY R5 PHARMACEUTICALS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO EAST MIDLANDS REGIONAL VENTURE CAPITAL FUND NO 1 LIMITED PARTNERSHIP 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 3rd JANUARY 2007.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 4th JANUARY 2007.

*PDMM.*



*Companies House*

— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES