

# M

## COMPANIES FORM No. 395

### Particulars of a mortgage or charge

C6610/40

# 395

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

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

[9111]

02760212

Name of company

\* MISYS ASSET MANAGEMENT SYSTEMS LIMITED (the "Company"),  
MISYS ASSET MANAGEMENT SYSTEMS LIMITED

Date of creation of the charge

20th November 2003

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

The charge granted by the Company to the Investor (as defined below) (the "IP Charge")

Amount secured by the mortgage or charge

(i) All monies and liabilities (whether actual or contingent) which are at the date of the IP Charge or may at any time thereafter be due, owing or payable, or expressed to be due, owing or payable, to the Investor from or by the Company (whether alone or with any other person, whether as principal or surety, and whether upon any banking account or otherwise) pursuant to the Loan Notes;

(ii) All interest, costs, commissions, fees and other charges and expenses which the Investor may charge against the Company (on a full indemnity basis) pursuant to the Loan Notes; and

(iii) All legal and other costs, charges and expenses which the Investor may incur in enforcing or obtaining, or attempting to enforce or obtain, payment of any such moneys, liabilities, charges and expenses referred to in paragraphs (i) and (ii) above ((i), (ii) and (iii) together the "Secured Sums").

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

Primary Capital II (Nominees) Limited of Augustine House, Austin Friars, London (the "Investor")

Postcode EC2N 2HA

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

Travers Smith Braithwaite  
10 Snow Hill  
London  
EC1A 2AL

Ref: JNM/2024738

Time critical reference

For official Use  
Mortgage Section

Post room



A51  
COMPANIES HOUSE

\*A18PAQGF\*

0634  
09/12/03

Short particulars of all the property mortgaged or charged

The Charge

1. By the IP Charge, the Company, with full title guarantee and to the intent that the security created shall rank as a continuing security for the payment and discharge of all Secured Sums, charges in favour of the Investor by way of first fixed charge free from encumbrances all Trade Marks together with the goodwill of the business in goods or services in respect of which such Trade Marks are registered or applied for and any other goodwill associated with them.

Assignment of Intellectual Property Rights

2. By the IP Charge, the Company with full title guarantee and to the intent that the security created shall rank as a continuing security for the payment and discharge of all Secured Sums, assigns absolutely to the Investor free from all encumbrances all its rights, title and interest (present and future) in all Intellectual Property Rights (excluding the Trade Marks and all other trade marks and service marks now or hereafter owned by the Company) used in or necessary for its business.

(See Continuation Sheet)

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)

NIL

Signed *Travis Smith Braithwaite*

Date 5th December 2003

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 CF14 3UZ

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## Particulars of a mortgage or charge (continued)

Please do not  
write in this  
binding margin

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

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

Company Number

02760212

Name of Company

MISYS ASSET MANAGEMENT SYSTEMS LIMITED (the "Company"),

XXXXXX

\* delete if  
inappropriate

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

[illegible]

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

Please do not  
write in this  
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

### Restrictions on Dealing

3. Pursuant to the IP Charge, the Company agrees that it will not, without the prior written consent of the Investor, create or permit to subsist any Security on, over or with respect to any of the Intellectual Property Rights except for:-

(i) the Charges;

(ii) liens (other than the liens of unpaid vendors) arising solely by operation of law in the ordinary course of the Company's business; or

(iii) the Investor Security Documents or the Banking Security Documents.

4. By the IP Charge, the Company shall not, without the prior written consent of the Investor assign, charge or otherwise deal with the Licence.

### Definitions

Throughout this Form 395 the following definitions shall apply :-

"Banking Security Documents" means the security documents which are from time to time entered into between RBS (1) and the Company (2).

"Charges" means all or any of the Security created, or which may at any time be created, by or pursuant to the IP Charge.

"Individuals" means Christopher Potts, Michael Johnson, Robert Whigham, Steve Lally and Stephen Young, being at the date of the IP Charge the directors of the Company

"Intellectual Property Rights" means patents, designs, design rights (whether registered or not), copyright (including copyright in computer software), rights in the Trade Marks, rights in confidential information, rights in know how, utility models, inventions and any interests (including by way of licence) in any of the foregoing, and any other associated or similar rights (in each case whether registered or not, and including all applications for the same) used or entitled to be used by the Company in the conduct of its business activities including all such rights and interests in connection with the use, exploitation, licensing, marketing, sale or development of such intellectual property.

"Investor Security Documents" means the security documents which are from time to time entered into between the Investor (1) and the Company (2)

"Licence" means the exclusive worldwide royalty free licence to use in the ordinary course of the Company's business, the Intellectual Property Rights assigned to the Investor pursuant to the provisions referred to in paragraph 2 above.

"Loan Notes" means the loan notes of even date with the IP Charge, issued by the Company to the Investor and the Individuals

"RBS" means The Royal Bank of Scotland plc.

"Security" includes any mortgage, fixed or floating charge, encumbrance, lien, pledge, hypothecation, assignment by way of security, title retention (other than in respect of goods purchased in the ordinary course of trading), finance lease, or any other agreement or arrangement for or by way of security, including such as arises or is imposed by operation of law.

"Trade Marks" means those registered trade marks and service marks in the United Kingdom, Benelux, the United States of America and Switzerland at the date of the IP Charge or thereafter owned by the Company and all applications at the date of the IP Charge or thereafter for the same.

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02760212

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF CHARGE DATED THE 20th NOVEMBER 2003 AND CREATED BY RHYME SYSTEMS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY FORMERLY KNOWN AS MISYS ASSET MANAGEMENT SYSTEMS LIMITED TO THE COMPANY 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 9th DECEMBER 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12th DECEMBER 2003.



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —