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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.

000940/65
395

Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies
(address overleaf - note 6)

For official use

Company Number

151

4315194

Name of company

* Insert full name of
company

* 3Q Technologies Limited

Date of creation of the charge

26 January 2009

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

Debenture

Amount secured by the mortgage or charge

All monies and liabilities which shall for the time being (and whether on
or at any time after such demand) be due, owing or incurred in whatsoever
manner pursuant to the Loan Agreement dated 26 January 2009 and made
between Charles Roff and the Company.

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

Charles Roff

333 Clay Street, Suite 4300

Houston, Texas

Postcode TX 77002

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

CR Delacombe & Co.
443 Stroude Road
Virginia Water
Surrey GU25 4BU

For official use (02/06)

Mortgage Section

FRIDAY



A25

A314175V

06/02/2009

101

COMPANIES HOUSE
COMPANIES HOUSE

Time critical reference

Short particulars of all the property mortgaged or charged

Please do not write in this margin

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

The Company with full title guarantee and as a continuing security for the payment and discharge of the Secured Liabilities charges

(a) by way of legal mortgage all right title estate and other interest of the Company in the Properties; and

(b) by way of fixed and floating charge all right title and interest in all plant machinery, chattels, apparatus, motor vehicles and other equipment together with part thereof; all rights in intellectual property; all present and future goodwill and uncalled capital; and all present and future right title interest of the Company in the Securities.

Particulars as to commission, allowance or discount (note 3)

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

Signed



Date

29/01/2009

On behalf of [company] ~~(mortgagee/chargee)~~

† 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 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
DX 33050 Cardiff



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 4325194
CHARGE NO. 5**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 26 JANUARY
2009 AND CREATED BY 3Q TECHNOLOGIES LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO CHARLES ROFF 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 6 FEBRUARY
2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9 FEBRUARY
2009

P. Geth



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES