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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

[3][1][1][1]

06448138

Name of company

* Duffs 93 Limited (the "Company")

Date of creation of the charge

27 October 2008

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

Trademark Security Agreement made between (1) Duffs 93 Limited and (2)
Duffs International Inc

Amount secured by the mortgage or charge

To secure the complete and timely payment and satisfaction of all the
obligations (for the purposes hereof, the term "Obligations" shall mean any
and all financial obligation(s) of the Company to the Chargee arising under
the Note and any renewals, modifications thereof)

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

Duffs International Inc
c/o Genfoot Inc
1940 55th Avenue, Lachine, Quebec, Canada (the "Chargee")
Postcode H82 3H3

Presenter's name address and
reference (if any)

Kennedys
25 Fenchurch Avenue
London
EC3M 5AD

10/RND/M634-136034

Time critical reference

For official Use (06/2005)
Mortgage Section

THURSDAY



ARSJB4E5

A11

30/10/2008

343

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

The Company grants, assigns and conveys to the Chargee a security interest in and to the Purchased Trade Rights and the Common Law Marks, including, but not limited to, those listed in Schedule A attached to the Trademark Security Agreement (as the same may be amended from time to time), together with all renewals thereof and all proceeds from the sale or licensing thereof (such as, by way of example, license royalties and proceeds of infringement suits), the right to sue for past present and future infringements, all rights owned by the Company corresponding thereto throughout the world (all of the foregoing are collectively called the "Marks"), together with the goodwill of the business symbolized by each of the Marks and the registrations (if any) thereof

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lettering**

Particulars as to commission allowance or discount (note 3)

Signed

Kennedy

Date 29 October 2008

On behalf of [company] ~~XXXXXXXXXXXX~~ †

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



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 6448138
CHARGE NO. 3**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A TRADEMARK SECURITY
AGREEMENT DATED 27 OCTOBER 2008 AND CREATED BY
DUFFS 93 LIMITED FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY TO DUFFS
INTERNATIONAL INC 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 30 OCTOBER
2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10 NOVEMBER
2008

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Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES