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COMPANIES FORM No. 395

## Particulars of a mortgage or charge

# 395

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

3111

3573970

Name of company

\* Oxford Biosensors Limited

Date of creation of the charge

9th March 2009

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

Debenture dated 9th March 2009 made between Oxford Biosensors Limited (1) and East Hill Venture Fund LP - Series 2008 A and East Hill Venture Fund LP - Series 2008 B (2).

Amount secured by the mortgage or charge

All sums due to East Hill Venture Fund LP - Series 2008 A and East Hill Venture Fund LP - Series 2008 B or their assignees, transferees, substitutes or successors in title under a Loan Note Instrument dated 9th March 2009 executed by Oxford Biosensors Limited.

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

East Hill Venture Fund LP - Series 2008 A and East Hill Venture Fund LP - Series 2008 B both of 10 Memorial Boulevard, Suite 902, Providence, Rhode Island 02903, USA

Postcode

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

Manches LLP  
9400 Garsington Road  
Oxford Business Park  
Oxford  
OX4 2HN

Ref: PMB(218203)

Time critical reference

For official Use (02/06)  
Mortgage Section

Post room

TUESDAY



\*A157B88V\*

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17/03/2009

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COMPANIES HOUSE

CHFP025

Please do not write in this margin

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

\*insert full name of Company

Short particulars of all the property mortgaged or charged

(1) By way of first legal mortgage, the premises known as Unit 15, Oxford Industrial Park, Mead Road, Yarnton, Oxfordshire, OX5 1QU as demised to the Company pursuant to a lease dated 2nd September 2003;

(2) By way of a first fixed charge:

(a) all freehold and leasehold properties (whether registered or unregistered) and all commonhold properties now or in the future owned by the Company or in which the Company holds an interest;

(b) all present and future interests of the Company not effectively mortgaged or charged under (1) or (2) (a) above in or over freehold or leasehold property of the Company;

(c) all present and future rights, licences, guarantees, rents, deposits, contracts, covenants and warranties relating to any present or future freehold, leasehold or commonhold property owned by the Company;

(d) all licences, consents and authorisations, statutory or otherwise held or required in connection with the Company's business or the use of any of the assets, property or undertaking of the Company which is subject to the security interests created by the Debenture and all rights in connection with them;

(e) all present and future goodwill and uncalled capital for the time being in the company; (see continuation)

Please do not write in this margin

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

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+  
No Fixt  
No 8/0

Particulars as to commission allowance or discount (note 3)

Signed PCM Biddle for ANDWYCH

Date 16th March 2009

On behalf of [company] SECRETARIES LIMITED †

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

Name of company

\*insert full name  
of Company

\* Oxford Biosensors Limited

## Addendum 1/4

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

## Addendum 2/4

2. Amount due or owing on the mortgage or charge (continued)

## Addendum 3/4

3. Names, addresses and descriptions of the mortgages or persons entitled to the charge (continued)

## Addendum 4/4

4. Short particulars of all the property mortgaged or charged (continued)

(f) all present and future equipment, plant, machinery, tools, vehicles, furniture, fittings, installations and apparatus and other tangible moveable property for the time being owned by the Company, including any part of it and all spare parts, replacements, modifications and additions;

(g) all choses in action, claims (including pursuant to any insurance policies and the proceeds of any insurance from time to time affecting any property of the Company including any freehold, leasehold or commonhold property of the Company) and intellectual property rights (including rights in patents, inventions, copyrights, design rights, trademarks, service marks, database rights, confidential information, know-how, domain names and business names) of the Company (present and future) other than any intellectual property or know-how which is the subject of a licence dated 8th August 2000 made between Isis Innovation Limited and the Company or a licence dated 5th February 2003 made between Isis Innovation Limited and the Company unless and to the extent that Isis Innovation Limited shall have consented in writing to such charge; and

(h) all stocks, shares and other securities held by the Company from time to time in any subsidiary and all income and rights attaching to the same; and

(3) By way of first floating charge, all the undertaking, property, assets and rights of the Company at any time not effectively mortgaged, charged or assigned pursuant to the charges referred to in paragraphs (1) and (2) above (other than the intellectual property and know-how which is the subject of either of the licences from Isis Innovation Limited to the Company referred to in paragraph (2)(g) unless and to the extent that Isis Innovation Limited shall have consented in writing to such intellectual property and know-how being the subject of such floating charge).



## **CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE**

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

**COMPANY NO. 3573970  
CHARGE NO. 3**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A DEBENTURE DATED 9 MARCH  
2009 AND CREATED BY OXFORD BIOSENSORS LIMITED FOR  
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE  
COMPANY TO EAST HILL VENTURE FUND LP - SERIES 2008 A  
AND EAST HILL VENTURE FUND LP - SERIES 2008 B OR THEIR  
ASSIGNEES, TRANSFEREES, SUBSTITUTES OR SUCCESSORS  
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 17 MARCH 2009

**GIVEN AT COMPANIES HOUSE, CARDIFF THE 20 MARCH 2009**



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES