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bold block lettering

*insert full name
of Company

COMPANIES FORM No. 395

008480 / 39

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

[6][][][]

3922833

3

Name of company

* Utiylx Limited (the Company)

Date of creation of the charge

7th day of October 2008

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

Debenture (the Debenture)

Amount secured by the mortgage or charge

All the Company's obligations and liabilities whether actual or contingent now or hereafter due, owing or incurred to the Governor and Company of the Bank of Ireland (the Bank) by the Company in whatever currency denominated whether on any banking or other account or otherwise in any manner whatsoever (whether alone or jointly and in whatever style, name or form and whether as principal or surety) including, without limitation, all liabilities in connection with foreign exchange transactions, accepting, endorsing or discounting any notes or bills, or under bonds, guarantees, indemnities, documentary or other credits or any instruments whatsoever from time to time entered into by the Bank for or at the request of the Company, and all amounts which may become payable or for which the Company may become liable under the Debenture and together with interest to date of payment as provided in the Debenture,

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

The Governor and Company of the Bank of Ireland
36 Queen Street
London

Postcode EC4R 1HJ

Presenter's name address and
reference (if any)

Clyde & Co LLP
51 Eastcheap
London
EC3M 1JP

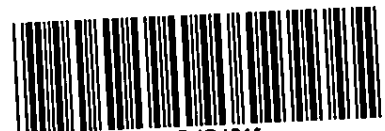
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Time critical reference

For official Use (02/06)
Mortgage Section

Post room

FRIDAY



LGDJS481

LD2

24/10/2008

90

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

1 By way of a fixed charge

- (a) all the freehold or leasehold property described in Schedule 1 of the Debenture and all buildings, structures, fixtures (including trade fixtures) and fixed plant, machinery and equipment from time to time thereon,
- (b) all future freehold and leasehold property of the Company and all buildings, structures, fixtures (including trade fixtures) and fixed plant, machinery and equipment from time to time thereon,
- (c) all present and future goodwill and connection of all businesses carried on by or on behalf of the Company, any patents, trade marks, copyrights, registered designs and similar assets or rights for the time being owned or held by the Company including all fees, royalties and other rights derived therefrom or incidental thereto and any uncalled capital for the time being of the Company,
- (d) all book debts and other debts and all money whatsoever for the time being due, owing or payable to the Company, (including the benefit of any judgment or order to pay a sum of money) and the benefit of any mortgages, charges, pledges, liens, rights of set off or any security interest whatsoever, howsoever created or arising, for the time being held by the Company in respect of any such debts or moneys and all cash deposits in any account of the Company with any person and all bills of exchange, promissory notes and negotiable instruments of any description at any time owned or held by the Company,

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lettering**

Particulars as to commission allowance or discount (note 3)

Signed Clyde & Co. LLP

Date 24th October 2008

On behalf of [company] [mortgagee/chargee] †

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

Notes

† delete as
appropriate

- 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

* Utilyx Limited (the Company)

Addendum 1/4

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

commission, fees and other charges and all legal and other costs, charges and expenses incurred by the Bank or any receiver in relation to the Company or all or any part of the property, assets and rights for the time being comprised in or subject to the charges contained in the Debenture (the **Charged Property**) on a full indemnity basis and also all losses and damages that may be sustained, suffered or incurred by the Bank arising out of or in connection with any act, matter or thing done or omitted to be done by the Company under the Debenture or any document, arrangement or agreement between the Company and the Bank or any disclaimer of any of its contracts, agreements or arrangements or any of its liabilities or obligations to the Bank, and also interest on the foregoing to the date of payment

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)

- (e) all shares and marketable securities and options to acquire such shares and marketable securities for the time being owned by the Company and all rights in respect of or incidental thereto including all dividends, interest and other distributions and all accretion, benefits and advantages,
- (f) all the right, title and interest of the Company to and in any proceeds of any present or future assurances

2 By way of a floating charge

- (a) the undertaking and all other property, assets and rights of the Company whatsoever and wheresoever both present and future, and
- (b) to the extent any property, assets and/or rights are not or have ceased to be effectively mortgaged or charged by way of first fixed charge

Note 1 The Debenture contains covenants by the Company that the Company will not without the consent of the Bank -

- (a) transfer, sell, lease or otherwise dispose of any interest in the Charged Property or any part thereof nor attempt not agree so to do nor part with possession of not grant any licence or right to occupy any of the freehold or leasehold property for the time being owned by the Company but so that the Company may dispose of property and assets which are for the time being subject to the floating charge by sale by way of bargain at arm's length in the usual course of business,
- (b) not cause or permit any person to be registered under the Land Registration Acts as proprietor of the freehold or leasehold property for the time being owned by the

3922833

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*insert full name
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Company,

- (c) not vary, surrender, cancel, assign, sublet, charge or otherwise dispose of or permit to be forfeit or permit to be assigned, sublet or charged any lease affecting all or part of the freehold or leasehold property for the time being owned by the Company or agree to do so,
- (d) create any mortgage, debenture, charge, pledge or any security interest whatsoever upon the property (as described in the Debenture) ranking either in priority to or pari passu with the charge created by this Debenture or which will rank after the charge contained in this Debenture



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 3922833
CHARGE NO. 6**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 7 OCTOBER
2008 AND CREATED BY UTILYX LIMITED FOR SECURING ALL
MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO
THE GOVERNOR & COMPANY OF THE BANK OF IRELAND 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 24 OCTOBER
2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27 OCTOBER
2008



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES