

MG01

Particulars of a mortgage or charge

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IRIS
LASERFORM

A fee is payable with this form.

We will not accept this form unless you send the correct fee
Please see 'How to pay' on the last page



What this form is for

You may use this form to register
particulars of a mortgage or charge
in England and Wales or Northern
Ireland



What this form is NOT for

You cannot use this form to register
particulars of a charge on a
company. To do this, use
form MG01s

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01/04/2011

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COMPANIES HOUSE

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1

Company details

Company number

0 7 0 6 0 0 5 2

Company name in full

GAPDAEMON LIMITED ("the Company")

For official use

→ Filling in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2

Date of creation of charge

Date of creation

d1 d8 m0 m3 y2 y0 y1 y1

3

Description

Please give a description of the instrument (if any) creating or evidencing the
charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'

Description

Charge over Intellectual Property ("the Charge")

4

Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured

1 All the Company's obligations and liabilities
to the Lender of any kind and in any currency
(whether present or future, actual or contingent
and whether as principal or surety or incurred
alone or jointly with another and whether the
Lender shall have been an original party to the
relevant transaction or not) when they become due.
2 The Expenses.
3 Interest on the obligations and liabilities to
the Lender covenanted to be discharged and/or paid
by the Company pursuant to paragraphs 1 and 2 above
from the date on which the Company has agreed to
pay Interest on them or, if there is no such
agreement, from the date on which they become due
and payable.

Continuation page

Please use a continuation page if
you need to enter more details

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5 Mortgagee(s) or person(s) entitled to the charge (if any)

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge

Continuation page

Please use a continuation page if you need to enter more details

Name PHILIP NOBLE ("the Lender")

Address c/o SUITE 15, WATERGARDENS 3, PO BOX 1105,

GIBRALTAR (for the attention of D Horrocks)

Postcode

Name

Address

Postcode

6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Continuation page

Please use a continuation page if you need to enter more details

Short particulars

The Company with full title guarantee charges to the Lender by way of first fixed charge all Company Intellectual Property ("the Charged Property").

NB The Charge contains a restriction to the effect that the Company will not without the Lender's prior written consent create or permit to arise or continue any Encumbrance affecting the Charged Property or increase or extend any liability of the Company secured on any of the Charged Property other than any liability to the Lender.

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7 Particulars as to commission, allowance or discount (if any)

Please insert the amount or rate percent of any commission, allowance or discount paid or made either directly or indirectly by the company to any person on consideration of his

- subscribing or agreeing to subscribe, whether absolutely or conditionally, or
- procuring or agreeing to procure subscriptions, whether absolute or conditional,

for any debentures included in this return The rate of interest payable under the terms of the debentures should not be entered

Commission, allowance or discount

None

8 Delivery of instrument

You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860) If the property is situated and the charge was created outside the United Kingdom (UK), you must deliver the information to the Registrar within 21 days after the date on which the instrument could have been received in the UK in the normal course of post and assuming you had posted it promptly (section 870)

We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 866) The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it Where a body corporate gives the verification, an officer of that body must sign it We will also accept a verified copy where section 867(2) applies (property situated in another part of UK)

9 Signature

Please sign the form here

Signature

Signature

X *Arjun Desai LLP* X

This form must be signed by a person with an interest in the registration of the charge

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form and will establish where we return the original documents. The contact information you give will be visible to searchers of the public record.

Contact name Jane Meikle (NOB/12/285)

Company name Dickinson Dees LLP

Address St Ann's Wharf

112 Quayside

Newcastle Upon Tyne

Post town

County/Region

Postcode N E 1 3 D X

Country

DX DX 61191 Newcastle Upon Tyne

Telephone Tel 0191 279 9000



Certificate

We will send your certificate to the presenter's address if given above or to the Company's Registered Office if you have left the presenter's information blank.



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following.

- ☒ The company name and number match the information held on the public Register
- ☒ You have included the original deed with this form
- ☒ You have entered the date the charge was created
- ☒ You have supplied the description of the instrument
- ☒ You have given details of the amount secured by the mortgagee or chargee
- ☒ You have given details of the mortgagee(s) or person(s) entitled to the charge
- ☒ You have entered the short particulars of all the property mortgaged or charged
- ☒ You have signed the form
- ☒ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record.



How to pay

A fee of £13 is payable to Companies House in respect of each mortgage or charge.

Make cheques or postal orders payable to 'Companies House'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

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Particulars of a mortgage or charge

4	Amount secured Please give us details of the amount secured by the mortgage or charge	
Amount secured	<p>In this Form MG01 the following words and expressions shall have the following meanings:-</p> <p>"Applications" any application for the registration of Intellectual Property Rights which has been made as at the date of the Charge or is made at any time after the date of the Charge by or on behalf of the Company in any registry or office in any part of the world.</p> <p>"Company Intellectual Property" any Intellectual Property Rights owned by the Company at the date of the Charge or created by or assigned to the Company at any time after the date of the Charge, together with any interest it has or acquires in any Third Party Rights, including but not limited to those Intellectual Property Rights short particulars of which are set out below.</p> <p>"Intellectual Property Rights relating to the Gap Daemon website include, but are not limited to, all rights associated with the database, design, source code, technical and graphical design, applications and architecture, and the associated social networking system "</p> <p>"Encumbrance" includes any mortgage, charge (fixed or floating), pledge, lien, assignment and any other arrangement or interest (whether by way of assignment, trust, title retention or otherwise) which has the effect of creating security or payment priority</p> <p>"Expenses" all expenses (on a full indemnity basis) including legal and valuation fees, from time to time paid or incurred by the Lender or any Receiver at any time in connection with the Charged Property or the Obligations or in taking, perfecting or enforcing the Charge or in exercising any right or power under the Charge or otherwise together with VAT upon such expenses where appropriate and Interest from the date they are incurred.</p> <p>"Intellectual Property Rights" any and all of the following (a) rights in inventions, patents, registered designs, know-how, trade marks and service marks (b) any rights in any trade, brand or business name and any distinctive sound used to differentiate the goods and services of a business (c) utility models (d) copyright (including all such rights in computer software and databases) (e) any rights or forms of protection of a similar nature to any of the above including applications deriving priority from them, divisional applications, extensions thereof or supplementary protection certificates and having equivalent or similar effect to any of them (f) any other intellectual or industrial property rights, in each case whether or not registered or capable of registration, whether subsisting now or in the future in any part of the world and including all Applications and rights to make Applications together with all goodwill relating to the same</p> <p>"Interest" interest calculated in accordance with the terms of the Loan Stock Instrument.</p> <p>"Loan Stock Instrument" the loan stock instrument dated 18 March 2011 and entered into by the Company.</p>	

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4	Amount secured	
	Please give us details of the amount secured by the mortgage or charge	
Amount secured	<p>"Obligations" the obligations and liabilities owed by the Company to the Lender under or in connection with the Loan Stock Instrument covenanted to be discharged or paid under clause 2 of the Charge</p> <p>"Receiver" any person appointed as receiver, administrative receiver, manager or receiver and manager and any person who is substituted for such person.</p> <p>"Third Party Rights" any Intellectual Property Right of any description which is licensed to the Company (but excluding any rights which are assigned to the Company) now or at any time after the date of the Charge</p> <p>"VAT" value added tax or any other tax on added value or on turnover for the time being in force.</p>	



FILE COPY

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

Pursuant to section 869(5) & (6) of the Companies Act 2006

COMPANY NO. 7060052
CHARGE NO. 1

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A CHARGE OVER INTELLECTUAL
PROPERTY DATED 18 MARCH 2011 AND CREATED BY
GAPDAEMON LIMITED FOR SECURING ALL MONIES DUE OR
TO BECOME DUE FROM THE COMPANY TO PHILLIP NOBLE ON
ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF THE
AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING
THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1
PART 25 OF THE COMPANIES ACT 2006 ON THE 1 APRIL 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6 APRIL 2011



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES