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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 £10 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

02732083

Name of company

Godden Associates Limited ("the Mortgagor")

Date of creation of the charge

28 March 2002

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

See Addendum 1/4

Amount secured by the mortgage or charge

see Addendum 2/4

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

see Addendum 3/4

Postcode

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

DENTON WIDE SAPPE
5, CHANCERY LANE
CLIFFORDS INN
LONDON EC4A 1BU.

Time critical reference

OCT /AGB/18763.00002.

For official Use
Mortgage Section

Post room



A39
COMPANIES HOUSE

0216
09/04/02

Short particulars of all the property mortgaged or charged

see Addendum 4/4

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legibly, preferably
in black type, or
bold block
lettering

Particulars as to commission allowance or discount (note 3)

Nil

A fee of £10 is
payable to
Companies House
in respect of each
register entry for a
mortgage or
charge.
(See note 5)

Signed

Denton Wilde Sapte

Date 08 April 2002

On behalf of mortgagee

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 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

Company number

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Name of company

* insert full name
of company

Godden Associates Limited

Addendum 1/4

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

A Deed of Mortgage dated 28 March 2002 ("the Deed of Mortgage") and made between the Mortgagor (1) and Coutts & Co ("the Mortgagee") (2).

Addendum 2/4

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

- (i) all present and/or future indebtedness of the Mortgagor to the Mortgagee on any current and/or other account with interest and bank charges and
- (ii) all other liabilities whatsoever of the Mortgagor to the Mortgagee present future actual and/or contingent and
- (iii) all costs charges and expenses howsoever incurred by the Mortgagee in relation to this Mortgage and such indebtedness and/or liabilities on a full indemnity basis

and for the payment of interest on the foregoing day by day from demand until full discharge (as well after as before judgment) at the rate payable or deemed to be payable by the Mortgagor.

The costs and expenses referred to above shall include (for avoidance of doubt) all amounts the Mortgagee may from time to time require to compensate it for its internal management and administrative costs and expenses incurred in connection with the enforcement of the Deed of Mortgage and recovery of the liabilities secured by it.

Company number

02732083

Name of company

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Godden Associates Limited

Addendum 3/4

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

Coutts & Co
440 Strand
London WC2R 0QS

Company number

02732083

Name of company

* insert full name
of company

Godden Associates Limited

Addendum 4/4

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

By way of legal mortgage, the Mortgagor with full title guarantee charges all and every interest in or over the leasehold property known as Elat 3, 41 Lonsdale Road, Barnes, London SW13 9JR which the Mortgagor now or hereafter has the power so to charge and charges in equity all other interests therein ("the Mortgaged Property") and the proceeds of sale thereof and all moneys to be received under any policy of insurance effected in respect of the Mortgaged Property.

The Mortgagor also charges by way of floating security all moveable plant machinery implements utensils furniture and equipment building and other materials goods and other effects now and from time to time placed on or used in the Mortgaged Property ("the Charged Effects") with the discharge on demand of all moneys costs and interest and the expression "the Mortgaged Property" shall be construed accordingly.

The legal mortgage prohibits the Mortgagor from granting or accepting a surrender of any lease or from conferring any licence right or interest to occupy the Mortgaged Property or from parting with possession thereof without the Mortgagee's prior written consent.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02732083

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF MORTGAGE DATED THE 28th MARCH 2002 AND CREATED BY GODDEN ASSOCIATES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO COUTTS & CO ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 9th APRIL 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12th APRIL 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

P. Pan