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CHFP025

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

3837388

Name of company

* BRIGHTWATER CONSULTING & DEVELOPMENT LIMITED

Date of creation of the charge

25 January 2001

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

Deed of Rental Deposit

Amount secured by the mortgage or charge

1 All rent, VAT and interest thereon as stipulated in a lease dated 25 January 2001 (Lease) between (1) THE PRUDENTIAL ASSURANCE COMPANY LIMITED (Landlord) and (2) BRIGHTWATER CONSULTING & DEVELOPMENT LIMITED (Tenant) of premises known as Part Third Floor, 37 Market Place, Kingston-upon-Thames, Surrey (Premises) and all other monies payable under the Lease up to the date of the determination of the Term (as defined in the Lease) (whether by forfeiture, disclaimer or otherwise);
2 In the event of forfeiture:
2.1 sums equal to the rents, VAT, interest and other monies reserved by or payable under the Lease (as thereby increased from time to time) at the rates payable under the Lease immediately before its termination for the period from the date possession is obtained by the Landlord until either (a) the date the Premises are relet on the same or better rental terms; or (b) the date on which the Lease would have been determined by effluxion of time (whichever date is the earlier) ("the said period"); and

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

THE PRUDENTIAL ASSURANCE COMPANY LIMITED
142 Holborn Bars
London

Postcode EC1N 2NH

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

Berwin Leighton
Adelaide House
London Bridge
London
EC4R 9HA

SWLK/P0504/7523

Time critical reference

For official Use
Mortgage Section

Post room



LD5
COMPANIES HOUSE

0031
14/02/01

Short particulars of all the property mortgaged or charged

By way of fixed charge all the Company's interest in the interest-earning deposit account to be opened by the Landlord at HSBC Bank plc (or any other clearing bank nominated by the Landlord from time to time) in the name of the Landlord on or immediately following the date of the Deed of Rental Deposit and in which the Landlord shall place the initial deposit of £1,000 ("the Deposit Account") and all money from time to time standing to the credit of or accruing to the Deposit Account.

Please do not
write in
this margin

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

Particulars as to commission allowance or discount (note 3)

Signed Berwin Leighton

Date 13/02/07

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

A fee of £10 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 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 CF4 3UZ

2.2 sums equal to all other outgoings assessed on the Premises (including rates levied in respect of the Premises while they are unoccupied) in respect of the said period;

3. All costs, expenses and disbursements and VAT thereon incurred by the Landlord in and incidental to making good any breach by the Tenant of the covenants on the Tenant's part contained in the Lease;

4. All legal costs, expenses, disbursements and all VAT thereon:

4.1 on a solicitor and own client basis in obtaining and enforcing performance of the covenants on the part of the Tenant contained in the Lease or in obtaining possession of the Premises from the Tenant pursuant to the provisions of the Lease or judgment for forfeiture and an order for possession of the Premises;

4.2 on any reletting of the Premises (to the extent that the same are not paid by the incoming lessee) including any abortive attempt to relet the Premises.

5. All agent's fees, expenses, disbursements and VAT thereon in introducing or attempting to introduce a new lessee.

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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03837388

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF RENTAL DEPOSIT DATED THE 25th JANUARY 2001 AND CREATED BY BRIGHTWATER CONSULTING & DEVELOPMENT LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE PRUDENTIAL ASSURANCE COMPANY LIMITED UNDER THE TERMS OF THE DEED AND THE LEASE OF EVEN DATE DEFINED THEREIN BETWEEN THE COMPANY (AS TENANT) AND THE PRUDENTIAL ASSURANCE COMPANY LIMITED (AS LANDLORD) RELATING TO PREMISES KNOWN AS PART THIRD FLOOR 37 MARKET PLACE KINGSTON UPON THAMES SURREY WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 14th FEBRUARY 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 16th FEBRUARY 2001.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

LC
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