

Particulars of a mortgage or charge**395****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

[A][I][I][I]

1112118

Name of company

* A SMITH GT BENTLEY LIMITED

Date of creation of the charge

23 JULY 2004

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

DEBENTURE

Amount secured by the mortgage or charge

All A Smith Gt Bentley Limited's (the "Company") liabilities to The Royal Bank of Scotland plc (the "Bank") of any kind in any currency (whether present or future, actual or contingent and whether incurred alone or jointly with another) together with the Bank's charges and commission, interest and expenses.

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

The Royal Bank of Scotland plc (Company Number SC90312)
36 St Andrew Square, Edinburgh

Postcode EH2 2XB

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

Prettys Solicitors
Elm House, 25 Elm Street,
Ipswich, Suffolk, IP1 2AD

Ref: IMW/GJH/R61421.002

For official Use
Mortgage Section

Post room

Time critical reference



A46
COMPANIES HOUSE

AM7GCK7Z

0488
29/07/04

Please do not
write in
this margin

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

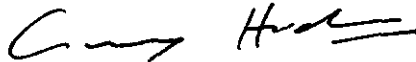
- 1.1 by way of legal mortgage all the freehold and leasehold property now vested in or charged to the Company including any registered land;
- 1.2 by way of fixed charge all estates or interests in any freehold and leasehold property now and in the future vested in or charged to the Company except property charged by clause 1.1;
- 1.3 by way of fixed charge all fixtures and fittings from time to time attached to any freehold and leasehold property of the Company;
- 1.4 by way of fixed charge all the plant and machinery, vehicles and computer equipment of the Company present and future not regularly disposed of in the ordinary course of business and all associated warranties and maintenance contracts;
- 1.5 by way of fixed charge all furniture, furnishings, equipment, tools and other chattels of the Company present and future not regularly disposed of in the ordinary course of business;
- 1.6 by way of fixed charge all rents receivable from any lease granted out of any freehold and leasehold property of the Company;

Continued over ...

Particulars as to commission allowance or discount (note 3)

NONE

Signed



Date

28/7/04

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 CF14 3UZ

CHFP025

Particulars of a mortgage or charge (continued)

Please do not
write in this
binding margin

Continuation sheet No _____
to Form No 395 and 410 (Scot)

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

Company Number

1112118

Name of Company

A SMITH GT BENTLEY LIMITED

Limited*

* delete if
inappropriate

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

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

Please do not
write in this
binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

Continued ...

1.7 by way of fixed charge all the goodwill and uncalled capital of the Company present and future;

1.8 by way of fixed charge all stocks, shares and other securities held by the Company from time to time in any subsidiary and all income and rights derived from all attaching to the same;

1.9 by way of fixed charge all stocks, shares and other securities of the Company present and future (except those charged by clause 1.8) and all income and rights derived from or attaching to the same;

1.10 by way of fixed charge all the Intellectual Property Rights, choses in action, licences and claims of the Company present and future and the insurance policies and proceeds of any insurance from time to time effecting the property charged by clause 1.1 above;

1.11 by way of fixed charge the benefit of any currency or interest rate swap cap or collar or other hedging agreement or any futures transaction or treasury instrument made with the Bank or any third party;

1.12 by way of fixed charge all book debts and other debts of the Company present and future and the proceeds of payment or realisation of each of them until the receipt of the proceeds from time to time into an account in accordance with clause 4.2 of the Debenture;

1.13 by way of fixed charge all funds standing to the credit of the Company from time to time on any account with the Bank or any other bank or financial institution or organisation including all receipts from time to time paid into an account in accordance with clause 4.2 of the Debenture, provided that the Bank may without prejudice to the Debenture permit the Company to make withdrawals from time to time; and

1.14 by way of floating charge all the undertaking and all property assets and rights of the Company present and future not subject to a fixed charge under the Debenture.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01112118

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 23rd JULY 2004 AND CREATED BY A. SMITH GT. BENTLEY LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE ROYAL BANK OF SCOTLAND plc ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 29th JULY 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2nd AUGUST 2004.

P. G.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES