**Undertaking to a loan agreement dated ………………**

**Between:**

**Goodburn Engineering Limited** (00931740) is a company incorporated under the laws of the England and Wales, whose registered office is at Unit 11 Ivanhoe Road, Hogwood Industrial Estate, Finchampstead, Wokingham, Berkshire, RG40 4QQ **(the “Company”)**

-and-

**Brian James McVitty** of Flat 2, Kimbolton, 24 Ray Park Avenue, Maidenhead, Berkshire, SL6 8DY and **Peter Neudegg** of Holly Cottage, Heath Ride, Finchampstead, Wokingham, RG40 3QJ as Trustees of Tempatron Directors Pension Scheme **(the “Trustees”)**

Whereas:

The Trustees of Tempatron Directors Pension Scheme have registered the Debenture dated 02 November 2011 against the “Charged Assets” which means all the assets as specified in the Debenture.  
  
The Directors of **Goodburn Engineering Limited** **undertakes that:**

As a consequence of the Company’s undertakings to the Trustees and so as not to diminish any and all existing or future legal charges and debentures, the Company undertakes to the Trustees to treat any new legal charges and debentures made in accordance with Companies Act 2006 (P25.C2 S882) to hold those series issued as pari passu with any existing charge.

Pursuant to Companies Act 2006 (P25.C2 S882 (4) any failure to deliver the charge to the registrar does not affect the validity of any of those debentures issued after 02 November 2011.

………………………………………….. …………………………………………..

Director Director  
**Goodburn Engineering Limited Goodburn Engineering Limited**

………………………………………….. …………………………………………..  
**Brian James McVitty Peter Neudegg  
TRUSTEE TRUSTEE**