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CHFP029

Please do not
write in
this marginPlease complete
legibly, preferably
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 (£13 for forms delivered on or after 1 February 2005) 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

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Company number

1059606

395

065181/26

Name of company

* Morley Pooled Pensions Limited

Date of creation of the charge

21 October 2005

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

Deed of Charge

Amount secured by the mortgage or charge

All money and liabilities now or in the future due, owing or incurred in any manner to Investment Solutions Limited by Morley Pooled Pensions Limited under or in connection with reinsurance contracts written by Morley Pooled Pensions Limited which are contracts of long term insurance as that term is defined in Article 3 of the Financial Services and Markets Act 2000 (Regulated Activities) Order 2001, whether actually, prospectively or contingently.

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

Investment Solutions Limited (company number 3104978)

Alexander Forbes House, 6 Bevis Marks

London EC3A 7AF

Postcode EC3A 7AF

Presentor's name address and
reference (if any) :Company Secretarial Division
Alexander Forbes Group Services Ltd
6 Bevis Marks
London EC3A 7AFFor official Use (02/00)
Mortgage Section

Post room

LD4
COMPANIES HOUSE

L57B6A2S

415
03/11/2005

Time critical reference

Short particulars of all the property mortgaged or charged

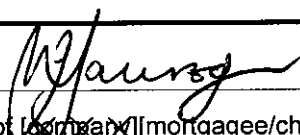
A floating charge over the whole of the long term insurance assets of Morley Pooled Pensions Limited (as that term is defined in the Integrated Prudential Sourcebook for Insurers forming part of the Financial Services Authority's Handbook of Rules and Guidance made pursuant to the Financial Services and Markets Act 2000, as varied from time to time) and includes any part of them.

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

Particulars as to commission allowance or discount (note 3)

Signed



Date **2 NOVEMBER 2005**

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

*A fee 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 A fee of £10 (£13 for forms delivered on or after 1 February 2005) is payable to Companies House in respect of each register entry for a mortgage or charge. 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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01059606

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF CHARGE DATED THE 21st OCTOBER 2005 AND CREATED BY MORLEY POOLED PENSIONS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO INVESTMENT SOLUTIONS LIMITED UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 3rd NOVEMBER 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th NOVEMBER 2005.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

P. Ram