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COMPANIES FORM No. 395

Particulars of a mortgage or charge

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395

CHFP025

Please do not
write in
this margin

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

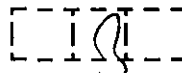
*insert full name
of Company

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number



2950904

Name of company

* XKO GROUP PLC (THE "COMPANY")

Date of creation of the charge

14TH DECEMBER 1999

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

AN ASSIGNMENT OF A LIFE POLICY BY CASSIDY DAVIS INSURANCE GROUP LIFE SYNDICATE 779 REGARDING POLICY NO Y0052/02 OVER THE LIFE OF THE ASSURED BRIAN CRAIG BEVERLEY (THE "POLICY") TO SECURE ALL THE LIABILITIES THEREIN MENTIONED IN FAVOUR OF THE ROYAL BANK OF SCOTLAND plc (THE "BANK") AND DATED 14TH DECEMBER 1999 (THE "ASSIGNMENT OF LIFE POLICY")

Amount secured by the mortgage or charge

THE DISCHARGE ON DEMAND OF :

1. ALL THE COMPANY'S LIABILITIES TO THE BANK OF ANY KIND AND 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 AT THE RATE CHARGED TO THE COMPANY BY THE BANK FROM TIME TO TIME ("INTEREST") AND EXPENSES (HEREINAFTER DEFINED) (THE "COMPANY'S OBLIGATIONS"); AND

2. ALL EXPENSES (ON A FULL INDEMNITY BASIS) INCURRED BY THE BANK AT ANY TIME IN CONNECTION WITH THE POLICY OR THE COMPANY'S OBLIGATIONS OR IN TAKING OR PERFECTING THE ASSIGNMENT OF LIFE POLICY OR IN PRESERVING OR ENFORCING THE SECURITY CREATED BY IT OR IN EXERCISING ANY POWER UNDER IT OR OTHERWISE WITH INTEREST FROM THE DATE THEY ARE INCURRED (THE "EXPENSES")

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

THE ROYAL BANK OF SCOTLAND plc
36 ST ANDREW SQUARE
EDINBURGH

Postcode EH2 2YB

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

CMS Cameron McKenna
Mitre House
160 Aldersgate Street
London
EC1A 4DD

AMN 009717.01126

Time critical reference

For official Use

Mortgage Section

Post room



KLO
COMPANIES HOUSE

K2820MGU

0461
21/12/99

AS A CONTINUING SECURITY AND WITH FULL TITLE GUARANTEE THE COMPANY ASSIGNS TO THE BANK THE POLICY AND ALL MONEY THAT MAY BECOME PAYABLE UNDER THE POLICY SUBJECT TO RE-ASSIGNMENT ON REDEMPTION

NB. THE ASSIGNMENT OF LIFE POLICY CONTAINS A CLAUSE WHEREBY THE COMPANY AGREES THAT IT WILL NOT WITHOUT THE BANK'S PRIOR WRITTEN CONSENT ASSIGN OR CREATE OR PERMIT TO ARISE ANY MORTGAGE CHARGE OR LIEN ON THE POLICY

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)

NIL

Signed

Date 20TH DECEMBER 1999

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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02950904

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ASSIGNMENT OF LIFE POLICY DATED THE 14th DECEMBER 1999 AND CREATED BY XKO GROUP PLC 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 21st DECEMBER 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24th DECEMBER 1999.

[Handwritten signature]



C O M P A N I E S H O U S E



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES