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in black type or
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lettering* Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

395

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

S

03671073

Name of company

Xpertise Training Limited (the "Company")

Date of creation of the charge

4 September 2009

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

Legal assignment of keyman policy dated 4 September 2009 between (1) the Company and (2) the Governor and the Company of the Bank of Ireland, in relation to the life policy of Ian Paul Johnson (policy reference TSP 004438420) (the "Assignment")

Amount secured by the mortgage or charge

See Part 1 of the attached Schedule

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

The Governor and the Company of the Bank of Ireland (the "Bank") (company number NF00029) of 36 Queen Street, London (including its successors and assigns)

Postcode EC4R 1HJ

Presenter's name, address and
reference (if any):

Osborne Clarke
Apex Plaza
Forbury Road
Reading
RG1 1AX
Ref: VCZ/0947075

Time critical reference

For official use (02/2006)
Mortgage Section

FRIDAY



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11/09/2009

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COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

See Part 2 of the attached Schedule

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A fee is
payable to
Companies House
in respect of each
register entry for a
mortgage or
charge.
(See Note 5)

† Delete as
appropriate

Particulars as to commission allowance or discount (note 3)

Nil

Signed

Osborne Curran

Date

10/09/09

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

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 £13 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 CF4 3UZ.

Xpertise Training Limited
(company number: 03671073)
(the "Company")

Schedule to Form 395 – Assignment of Life Policies

Part 1 – Amount secured by the mortgage or charge:

By the Assignment, in consideration of advances made or to be made by the Bank, and in order to secure all of its liabilities present and future to the Bank, either alone or jointly with others and whether as principle or surety.

Part 2 – Short particulars of all the property mortgaged or charged:

By the Assignment, the Company as beneficial owner assigned unto the Bank, the policies of assurance described in the Schedule of the Assignment (and attached hereto) (the "Policies") with full power to the Bank to:

1. receive and give an effectual discharge to the Assurance Company for all or any such moneys and also in its discretion and in such manner and at such times and at such price, as it may think proper; and
2. to sell and assign or surrender the said Policies and to receive and give effectual discharge for the purchase money or surrender value of the same and no purchaser or Assurance Company shall be bound to enquire as to the regularity of any such sale or surrender nor shall it be necessary to give the assignor any notice thereof.

The Company undertakes and agrees, by the Assignment, during the continuance of this security to keep the said Policies on foot by regular payment of premiums and otherwise, and to hand over to the Bank, when required, the receipts for the same and in default the Bank may pay the said premiums as it thinks fit and the Company shall on demand repay the Bank any sum of moneys so expended by it for such purpose with interest at the rate of 9 per cent per annum from the time of such expenditure until payment of the said sum.

The Company declares, by the Assignment, that this security shall be a continuing one and shall not be prejudiced by any settlement of account, or by any collateral or other securities being taken for any money owing to the Bank and the Bank shall be at liberty at any time as it may think fit to sue for and compel payment of all Bills and Notes, either from the Company or from any other party liable on same, and nothing herein contained shall prejudice any earlier lien or claim which the Bank may have had on the said Policies provided that at any time on payment of all moneys then due by the Company to the Bank the Bank shall at its request and expense re-assign the said Policies to the Company or as the Company shall direct.

The restriction on consolidation of Mortgages contained in the Law of Property Act 1925, shall not apply to this security.

Schedule to the Assignment

The Policies

Date of Policy	Amount	No. of Policy	Name of Company	Life Assured	Premium
1 September 1993	£273,120.41	TSP 004438420	Xpertise Training Limited	Ian Paul Johnson	£146.48 per month



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 3671073
CHARGE NO. 5**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A LEGAL ASSIGNMENT OF KEYMAN
POLICY DATED 4 SEPTEMBER 2009 AND CREATED BY
XPERTISE TRAINING LIMITED FOR SECURING ALL MONIES
DUE OR TO BECOME DUE FROM THE COMPANY TO THE
GOVERNOR & COMPANY OF THE BANK OF IRELAND
(INCLUDING ITS SUCESSORS AND ASSIGNS) ON ANY
ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO
CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 11
SEPTEMBER 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14 SEPTEMBER
2009

P. Selb.



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES