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COMPANIES FORM No. 395

Particulars of a mortgage or charge

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

4362325

Name of company

* GW154 Limited ("the Company")

Date of creation of the charge

4 March 2002

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

Assignment of Life Policy

Amount secured by the mortgage or charge

See attached Rider A.

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

AIB Group (UK) plc, Bank Centre, Belmont Road, Uxbridge

Postcode UB8 1SA

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

Martineau Johnson
St Philips House
St Philips Place
Birmingham
B3 2PP

AWH/AL415008/56859

Time critical reference

For official Use
Mortgage Section

Post room



0207
15/03/02

Short particulars of all the property mortgaged or charged

The full benefit of the Life Policy number 6004179 in respect of Mark Butler and entered into between the Company and Canada Life Limited ("the Policy") and all moneys, bonuses, profits and additions thereunder already accrued or which may accrue in the future which may become payable thereunder.

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

Martineau Johnson

Date

14/3/02

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

GW154 Limited
(Company No 4362325)

Rider A

- (a) All sums of money which have been or are now or may hereafter from time to time be advanced to the Company by AIB Group (UK) plc ("the Bank");
- (b) All other indebtedness whatsoever of the Company to the Bank present, future, actual and/or contingent and whether incurred solely, severally, jointly and whether as principal or surety;
- (c) (On a full indemnity basis) all costs, charges, expenses and other sums expended, paid or incurred directly or indirectly by the Bank in relation to the realisation, enforcement, protection or perfection of the security constituted by this Deed or any other security held by the Bank in connection with any advance or other facilities offered to the Assignor including (without limitation) all amounts which the Bank may require from time to time to compensate it for its internal management and administrative costs and expenses incurred in connection with the enforcement of the security constituted by this Deed and the recovery of the liabilities secured by it; and
- (d) All interest, commissions and charges relating to such moneys, advances, indebtedness, liabilities, costs and expenses until demand at the Agreed Rate of Interest or in default of any Agreed Rate of Interest at the Specified Rate of Interest and from and after demand until full discharge (as well as before judgment) at the Specified Rate of Interest or the Agreed Rate of Interest (whichever is the higher) such interest shall be calculated on a daily basis and shall be compounded monthly in the event of it not being punctually paid but without prejudice to the right of the Bank to require payment of such interest.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04362325

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ASSIGNMENT OF LIFE POLICY DATED THE 4th MARCH 2002 AND CREATED BY GW 154 LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO AIB GROUP (UK) PLC 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 15th MARCH 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20th MARCH 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

[Handwritten signature]