

Particulars of a mortgage or charge

395

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

[3][1][1][1]

4439718

Name of company

* E2V Holdings Limited (formerly Redwood 2002 Limited)

Date of creation of the charge

22 January 2003

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

Keyman Insurance Assignment between (1) Redwood 2002 Limited and (2) The Governor and Company of the Bank of Scotland as security trustee for itself and the other Secured Parties (the "Assignment")

Amount secured by the mortgage or charge

All monies and liabilities now or hereafter due, owing or incurred to the Secured Parties (or any of them) by any Obligor under the Finance Documents (or any of them) and under the Assignment in whatsoever manner, in any currency or currencies whether present or future, actual or contingent, whether incurred solely or jointly with any other person and whether as principal or surety together with all interest accruing thereon and all costs, charges and expenses incurred in connection therewith.

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

The Governor and Company of the Bank of Scotland (or such other persons as may from time to time be the security trustee for the purposes of the Assignment) of London Chief Office, Level 7, 155 Bishopsgate, London.

Postcode EC2M 3YB

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

Addleshaw Booth & Co
25 Cannon Street
London
EC4M 5TB

VCR/1056/273

Time critical reference

For official Use
Mortgage Section

Post room



A59
COMPANIES HOUSE

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0317
30/01/03

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CHFP025

Please do not
write in
this margin

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

*insert full name
of Company

Short particulars of all the property mortgaged or charged

By way of assignment E2V Holdings Limited's right, title and interest in and to the Keyman Insurance Policies.

Please see appendix A.

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

Addikow Bole Co

Date

29 January 2003

On behalf of [XXXXXX] [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

APPENDIX A

In this Form 395 and this appendix unless the context otherwise requires, the following expressions shall have the following meanings:

"Facilities Agreement" means the facilities agreement dated 12 July 2002 under which certain lenders have made available facilities to E2V Holdings Limited (formerly Redwood 2002 Limited) and certain other Borrowers (as defined in the Facilities Agreement);

"Secured Parties" means the Arranger, the Security Trustee, the Ancillaries Banks, the Agent, the Lenders and the Hedging Lender (as defined in the Facilities Agreement);

"Finance Documents" has the meaning given to that term in the Facilities Agreement;

"Keyman Insurance Policies" means the policies of insurance described in Schedule 1, together with all money that has accrued or which is or becomes payable in respect of those policies;

Schedule 1

Company	Insurer	Life Assured	Date of Policy	Policy number	Amount of cover
E2V Holdings Limited (formerly Redwood 2002 Limited)	Standard Life, Brentwood Area Office, Academy Place, 1/9 Brook Street, Brentwood, CM14 5NQ	Keith Attwood	6 January 2003	X73919174	£750,000

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04439718

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A KEYMAN INSURANCE ASSIGNMENT DATED THE 22nd JANUARY 2003 AND CREATED BY E2V HOLDINGS LIMITED FOR SECURING ALL MONIES AND LIABILITIES DUE OR TO BECOME DUE FROM ANY OBLIGOR TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND AS SECURITY TRUSTEE FOR ITSELF AND THE OTHER SECURED PARTIES (THE "SECURITY TRUSTEE") ON ANY ACCOUNT WHATSOEVER 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 30th JANUARY 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 3rd FEBRUARY 2003.

P. C.



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES