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CHFP004

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Please 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 £13 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

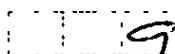
To the Registrar of Companies
(Address overleaf - Note 6)



395

For official use

Company number



05091695

Name of company

QA-IQ GROUP LIMITED

Date of creation of the charge

5 June 2007

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

Deed of Assignment of Keyman Life Policy

Amount secured by the mortgage or charge

04
60
All or any monies and liabilities which shall from time to time (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner to the Bank by the Company, whether actually or contingently, solely or jointly and whether as principal or surety and whether or not the Bank shall have been an original party to the relevant transaction and including interest, discount, commission and other lawful charges or expenses which the Bank may in the course of its business charge or incur in respect of any of those matters or for keeping the Company's account (the "Secured Liabilities")

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

The Governor and Company of the Bank of Scotland, whose head office is at The Mound,
Edinburgh (the "Bank")

Postcode EH1 1YZ

Presenter's name address and
reference (if any)

Howes Percival LLP (MJW)
252 Upper Third Street
Grafton Gate East
Central Milton Keynes
MK9 1DZ

Time critical reference

For official Use (02/06)

Mortgage Sec

SATURDAY



A37 *ATX5NQ9R*
09/06/2007
COMPANIES HOUSE

579

Short particulars of all the property mortgaged or charged

See attached Rider A

Please do not
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*Please complete
legibly, preferably
in black type, or
bold block lettering*

Particulars as to commission allowance or discount (note 3)

NIL

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

Signed Homes Personal LLP
Solicitors
On behalf of mortgagee/chargee

Date 8 June 2007

Notes

+delete as
appropriate

- 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 situated 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 CF14 3UZ.

Rider A

In this Rider the following words and expressions shall mean

"Charged Assets" means the Policy and other assets charged or assigned in terms of this Deed,

"Policy" means the policy of assurance or insurance detailed in the Schedule and any new or substituted policy (or policies) which replaces the Policy at any time (in whole or in part)

Assignment

1 The Company, with full title guarantee and as a continuing security for the payment and discharge of the Secured Liabilities, assigns and agrees to assign absolutely to the Bank -

1 1 its entire right, title and interest in and to the Policy, and

1 2 all of its rights in relation to the Policy including (without limitation) any right to receive any payment in relation to the Policy,

provided that, on payment or discharge in full of the Secured Liabilities, the Bank will at the request and cost of the Company re-assign the Charged Assets to the Company (or as it shall direct)

Restrictions on Charges and Disposals

2 The Company will not without the prior written consent of the Bank -

2 1 create or attempt to create or permit to subsist any right in security, mortgage, charge, lien or encumbrance (other than a lien arising in the ordinary course of business by operation of law or any charge in favour of the Bank) in respect of all or any of the Charged Assets,

2 2 sell, transfer, assign or otherwise dispose of all or any of the Charged Assets,

2 3 in any way dispose of the equity of redemption of any of the Charged Assets or any interest in any such Charged Assets

3 The Assignor shall not without the prior written consent of the Bank -

3 1 amend, vary, surrender, cancel or permit to be forfeit, all or any of the Charged Assets or otherwise take any action that may render the Policy void or voidable,

3 2 cause or permit to be done anything which may in any way depreciate, jeopardise or otherwise prejudice the value or marketability of any of the Charged Assets

HP

SCHEDULE

The Policy

INSURER:	Halifax
DATE OF POLICY:	30/11/06
POLICY NO:	ASSH050776
LIFE ASSURED:	Sean Paul Fane
SUM ASSURED:	£500,000
TERM:	30 November 2006 – 30 November 2011

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FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 05091695

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF ASSIGNMENT OF KEYMAN LIFE POLICIES DATED THE 5th JUNE 2007 AND CREATED BY QA-IQ GROUP LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND 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 9th JUNE 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15th JUNE 2007

Rangels



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES