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CHFP041

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legibly, preferably
in black type or
bold block
lettering* Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

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)

For official use

Company number

P I S

05091695

Name of company

*QA-IQ Group Limited (the "Borrower") ✓

Date of creation of the charge

4 April 2008 ✓

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

Legal assignment of keyman policies dated 4 April 2008 between (1) the Borrower and (2) the Governor and the Company of the Bank of Ireland in relation to Christian Martin (the "Assignment")

Amount secured by the mortgage or charge

06

See Part I of the attached Schedule

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

The Governor and Company of the Bank of Ireland (the "Bank") (company number NF000029) 36 Queen Street, London

Postcode EC4R 1HJ

Presenter's name, address and
reference (if any)Osborne Clarke
One London Wall
London
EC2Y 5EB
Ref VBS/0924555/4294424

Time critical reference

For official use (02/2006)

Mortgage Section

Post room

SATURDAY



A03

A4GJRYMO

05/04/2008

479

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

See Part 2 of the attached Schedule

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lettering

A fee is
payable to
Companies House
in respect of each
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mortgage or
charge
(See Note 5)

Particulars as to commission allowance or discount (note 3)

Nil

Signed

Osborne Clarke

Date

4-4-2008

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

[†] 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 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 CF4 3UZ.

QA-IQ Group Limited

Company number 05091695

Schedule to Form 395 – Assignment

Part 1 – Amount secured by the mortgage or charge:

By the Assignment, in consideration of advances made, or to be made to the Borrower by the Bank, the Borrower covenants to discharge to the Bank, on demand all its liabilities present and future, either alone or jointly with others and whether as principal or surety.

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

By the Assignment, in order to secure all its liabilities present and future to the Bank, the Borrower as beneficial owner assigned unto the Bank, the policies of assurance described in the Schedule of the Assignment (and attached hereto) (the "**Policies**") and also all moneys secured by, or to become payable under the Policies with full power to the Bank, to 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, to sell and assign or surrender the 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 Borrower declared, 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 nothing therein contained shall prejudice any earlier lien or claim which the Bank may have had on the Policies provided that at any time on payment of all moneys then due by the Borrower to the Bank the Bank shall at its request and expense re-assign the Policies to the Borrower or as the Borrower shall direct

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

Notes

The Bank, by the Assignment, undertook and agreed that notwithstanding the provisions of the Assignment, any payments received by it under the Policies may be utilised within 120 days of the date of payment by the assurance company, to pay or reimburse any costs, expenses or liabilities properly incurred by the Borrower in recruiting a full time, permanent replacement for the life assured

Schedule to the Assignment

The Schedule

The Key Man Policies

Date of Policy	Amount	No. of Policy	Name of Company	Life Assured	Premium	
28/02/2007 – 28/02/2012	£500,000	ASSH050769	QA-IQ Group Limited	Christian Martin	£188.96 payable monthly	✓



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 5091695
CHARGE NO. 15**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A LEGAL ASSIGNMENT OF KEYMAN
POLICIES DATED 4 APRIL 2008 AND CREATED BY QA-IQ
GROUP LIMITED FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY TO THE GOVERNOR &
COMPANY OF THE BANK OF IRELAND WAS REGISTERED
PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT
1985 ON THE 5 APRIL 2008**

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10 APRIL 2008



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