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COMPANIES FORM No. 395

063793/13.

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)

For official use

Company number

112

05113820

Name of company

* FONEBAK PLC (the "Assignor")

Date of creation of the charge

8th day of February 2005

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

Assignment of Keyman Policy

Amount secured by the mortgage or charge

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 Security Beneficiaries and the Security Trustee by the Assignor whether or not the Security Beneficiaries and the Security Trustee shall have been an original party to the relevant transaction and including interest discount commission and other lawful charges and expenses which the Security Beneficiaries and the Security Trustee may in the course of its business charge in respect of those matters or for keeping the Assignor's account and so that interest shall be computed and compounded according to the usual Security Trustee rates and practice as well after as before any demand made or judgement obtained under this security; (the "**Secured Liabilities**").

See Appendix 1 for Definitions

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

The Governor and Company of the Bank of Scotland (the "Security Trustee"), The Mound, Edinburgh

Postcode EH1 1YZ

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

Burges Salmon LLP
Narrow Quay House
Narrow Quay
Bristol
BS1 4AH

12372.327/work/2999360

Time critical reference

For official Use (02/05)
Mortgage Section



A1Q
COMPANIES HOUSE

A35
COMPANIES HOUSE

A42
COMPANIES HOUSE

A1H4009

A4DE72T7

0133

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15/02/05

0553

09/02/05

The Assignor with full title guarantee assigns to the Security Trustee as continuing security for payment on demand of the Secured Liabilities (notwithstanding any settlement of account or other matter) the £250,000 life cover policy dated 1 December 2004 in respect of Kathleen Woodward held with Halifax Life Limited with Policy No. ASSH019494 and the £250,000 life cover and £250,000 critical illness cover policy dated 7 December 2004 in respect of Stephen Shields held with Halifax Life Limited with policy No. ASSH019495 (the "Policies"), all sums assured by them and all bonuses and benefits which may arise under them (including sundry conditions, provisions and declarations) and the Assignor's whole right, title and interest present and future in the Policies.

The Assignor irrevocably appoints the Security Trustee as its attorney (with full power of substitution and delegation) in the Assignor's name and on the Assignor's behalf and as the Assignor's act and deed to sign or otherwise to execute and deliver and otherwise perfect all deeds, instruments and documents which may reasonably be required by the Security Trustee solely pursuant to its rights under the security.

See Appendix 1 for Definitions

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

Buget Selman

14
Date 8 February 2005

On behalf of ~~XXXXXX XXXXXXXX~~ [chargee] †

A fee 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

Continuation to M395

Fonebak Plc Company Number 05113820

Appendix 1

Where:

"Security Beneficiaries" shall have the same meaning as in the intercreditor deed between, amongst others, the Security Trustee and the Assignor dated 15 September 2004;

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05113820

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ASSIGNMENT OF KEYMAN POLICY DATED THE 8th FEBRUARY 2005 AND CREATED BY FONEBAK PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE SECURITY BENEFICIARIES AND THE SECURITY TRUSTEE 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 FEBRUARY 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18th FEBRUARY 2005.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

[Handwritten signature]