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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.

CHFP025

Please do not write in this margin

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

*insert full name of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

159885/13
[][][][][]

6288650

Name of company

* Rothmann & Cie TEP UK 3 Limited

Date of creation of the charge

11th April 2008

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

Assignment of Life Policies

Amount secured by the mortgage or charge

04
All the Company's liabilities to The Royal Bank of Scotland International Limited of any kind and in any currency (whether present or future actual or contingent and whether incurred alone or jointly with another) including banking charges, commission, interest, costs and expenses.

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

The Royal Bank of Scotland International Limited
PO Box 62, Royal Bank place, 1 Gategny Esplanade,
St Peter Port, Guernsey

Postcode GY1 4BQ

Presentor's name address and reference (if any)

Davis Blank Furniss
Church House
90 Deansgate
Manchester
M3 2QJ

Roy43/2827/LM

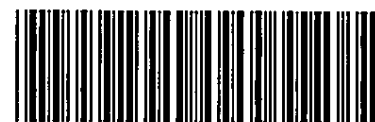
Time critical reference

For official Use (06/2005)

Mortgage Section

Post room

WEDNESDAY



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A08

16/04/2008

317

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

The policies of life assurance or endowment listed on the attached schedule ("the policies") together with all money that may become payable under the policies and all premiums.

Note:- The Assignment contains covenants by the Company with the Royal Bank of Scotland International Limited not without the Bank's prior written consent to assign or deal with the policies or create or permit to arise any mortgage charge or lien on the policies.

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)

Signed



Date 15th April 2008

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

Security Schedule

Life Office	Policy Number	Lives assured
Cooperative Insurance	7327327	Fox ✓
Cooperative Insurance	9599955	Maclean ✓
Cooperative Insurance	9434798	Tribble ✓
Cooperative Insurance	7903254	Platt
Cooperative Insurance	7268978	Adamson
Cooperative Insurance	7989360	Calver
Cooperative Insurance	7297520	Edwards
Cooperative Insurance	7306408	Gribben
Cooperative Insurance	7977191	Preston
Cooperative Insurance	7291594	Kippax
Cooperative Insurance	7578582	Nicol
Cooperative Insurance	7846130	Evans
Cooperative Insurance	7595032	Gray
Cooperative Insurance	7771329	Allard
Cooperative Insurance	7715965	Williamson
Cooperative Insurance	7271117	Harris
Cooperative Insurance	9382713	Livingston
Cooperative Insurance	7899280	Allard
Cooperative Insurance	7769154	Smith
Cooperative Insurance	7565532	Howard
Cooperative Insurance	7284748	Jordan
Cooperative Insurance	9563753	Klein
Cooperative Insurance	7576504	Wright
Cooperative Insurance	7503347	Hunter
Cooperative Insurance	7341575	Masterson
Cooperative Insurance	9478107	Tanner
Cooperative Insurance	7785476	Boore
Cooperative Insurance	7769153	Smith
Cooperative Insurance	7634273	Redfern
Cooperative Insurance	7207296	Hardwick
Cooperative Insurance	7936006	Brown
Cooperative Insurance	9494029	Jardine
Cooperative Insurance	9608278	Jenkins
Legal & General	008033007-9	Loveless
Pearl Assurance	04854684n	Platt
Standard Life	X41503001	Thornes
Standard Life	X40925189	Goodwin
Standard Life	X40530918	Mitchel
Standard Life	X41514807	Walker
Standard Life	X41903999	Bromage
Standard Life	X41778987	Borthorpe- Booth
Standard Life	X40061688	Payton
Standard Life	X41635834	Beak + Beare
Standard Life	X40834565	Deakin
Standard Life	X40676494	Biondi
Standard Life	X40021391	Etchells
Standard Life	X41494263	Maginn
Standard Life	X28582550	Simmonds
Standard Life	X40071796	Dunne
Standard Life	X41008266	Elvey/ Markham
Standard Life	X29892285	Burton

FOR DETJ

Standard Life	X40546522
Sun Life of Canada	LA8516958T
Sun Life of Canada	LA8630636D
Sun Life of Canada	LA8597728W
Sun Life of Canada	LA8514870B
Sun Life of Canada	LA8727273V
Sun Life of Canada	LA8692590D
Sun Life of Canada	LA8729549V
Sun Life of Canada	LA8728714Z
Sun Life of Canada	LA8721022R
Sun Life of Canada	LA8719357R
Sun Life of Canada	LA8725642D

Buckley
Mullins
Redwood
Dennis
Bartlett
Sheedy
Green
Smith
Cook
Carpenter
Bessant
Church



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 6288650
CHARGE NO. 11**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT AN ASSIGNMENT OF LIFE POLICIES
DATED 11 APRIL 2008 AND CREATED BY ROTHMANN & CIE
TEP UK 3 LIMITED FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY TO THE ROYAL BANK OF
SCOTLAND INTERNATIONAL LIMITED ON ANY ACCOUNT
WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1
PART XII OF THE COMPANIES ACT 1985 ON THE 16 APRIL 2008**

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22 APRIL 2008



Companies House
— for the record —



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**