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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)

For official use

1113

Company number

6288650

Name of company

* Rothmann & Cie TEP UK 3 Limited

Date of creation of the charge

21st 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

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

Roy43/2851/LM

Time critical reference

For official Use (06/2005)

Mortgage Section

Post room

TUESDAY



A55

ASKINZ3T

22/04/2008

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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.

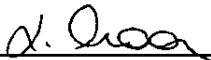
Note:- The Assignment contains covenants by the Company with the Royal Bank of Scotland International Limited not without the Bank's prior written consent to assign or deal with the policies or create or permit to arise any mortgage charge or lien on the policies.

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 21st 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
Norwich Union	A11665542	Gonzalez
Friends Provident	1734184	Giuliani
Friends Provident	9455290	Illingworth
Norwich Union	11326376	Banks
Legal & General	008283505-9	Mitchell
Standard Life	X44154501	Tomnie
Royal Life	CR4871373	Evans
Legal & General	7813525	Owens
Norwich Union	10867889	Gooch
Legal & General	007997713-8	Colton
Sun Alliance	A7280405	Bushell
Friends Provident	9398090	Poulter
Norwich Union	ASI11917172	Cooper
Friends Provident	9334744	Telford
Friends Provident	9227557	Murphy
Royal Life	QX3010003	Critchell
Sun Alliance	A7451186	Stanley
Sun Alliance	A7221335	Turnpenny
Clerical Medical	B541219	Payne
Legal & General	8098036	Holland
Sun Alliance	A7314079	Gearey
Norwich Union	11752306	McCausland
Sun Alliance	A7392990	Hanson
Standard Life	X28794012	Thorpe
Legal & General	007848103-3	Hazelwood /O'Donnell
Norwich Union	A11473874	Lowthian
Legal & General	8006844	Murray

For details of further
policies charged please refer
to Form JS5 (95)



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 6288650
CHARGE NO. 13**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT AN ASSIGNMENT OF LIFE POLICIES
DATED 21 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 22 APRIL 2008**

GIVEN AT COMPANIES HOUSE, CARDIFF THE 28 APRIL 2008



Companies House
— for the record —



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