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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

Company number

[1][1][3]

06482005

Name of company

* PROSPECT HOUSE HOLDINGS LIMITED

Date of creation of the charge

11 JULY 2008

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

Mortgage of Life Policy

Amount secured by the mortgage or charge

4
All monies, obligations and liabilities whatsoever whether for principal, interest or otherwise which may now or at any time in the future be due, owing or incurred by the Company to Alliance & Leicester plc (the "Bank") whether present or future, actual or contingent and whether alone, severally or jointly as principal, guarantor, surety or otherwise and all the Company's other liabilities whatever to the Bank including (without limitation) indebtedness on account of money advanced, bills of exchange, promissory notes, obligations with respect to letters of credit, guarantees and indemnities and in whatever name or style and whether on any current or other account, or in any other manner whatsoever, together with interest, commission, fees and legal and other costs, charges and expenses (on a full indemnity basis) charged or incurred by the Bank and including those arising from the Bank perfecting or enforcing (or attempting to enforce) this Mortgage or any other security (and its rights thereunder) held by the Bank from time to time.

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

Alliance & Leicester plc, Carlton Park, Narborough, Leicester

Postcode LE19 0AL

Presenter's name address and reference (if any)

MACE AND JONES SOLICITORS
PALL MALL COURT
61-67 KING STREET
MANCHESTER
M2 4PD
AXH/MXY/13819 24

Time critical reference

For official Use (06/2005)

Mortgage Section

WEDNESDAY



A9TBP1GT

A13

16/07/2008

97

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

All those policies of assurance insured with Legal and General Assurance Society Limited policy number 012846975-6 over the life of James Sandison for the sum of £157,250 and the policy insured with Legal & General Assurance Society Limited policy number 012847017-6 over the life of John Anthony McDonald for the sum of £250,000 and the policy insured with Legal and General Assurance Society Limited policy number 012847022-6 over the life of Peter Atherton for the sum of £250,000 and all monies (including bonuses and additions) benefits and advantages that may become payable from time to time thereunder or under any substituted policy or policies or any new policy effected and the benefit of all options and rights devolving upon the Company arising from any such policy or policies and all the right, title and interest whatsoever of the Company therein

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)

N/A

Signed



Date

11TH JULY 2008

On behalf of ~~XXXXXXXXXXXXXXXXXXXX~~ (chargee) †

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

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 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



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY NO. 6482005
CHARGE NO. 3

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A MORTGAGE OF LIFE POLICY
DATED 11 JULY 2008 AND CREATED BY PROSPECT HOUSE
HOLDINGS LIMITED FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY TO ALLIANCE &
LEICESTER PLC ON ANY ACCOUNT WHATSOEVER WAS
REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE
COMPANIES ACT 1985 ON THE 16 JULY 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17 JULY 2008



Companies House
— for the record —

PT



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES