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COMPANIES FORM No. 410(Scot)

Particulars of a charge created by a company registered in Scotland

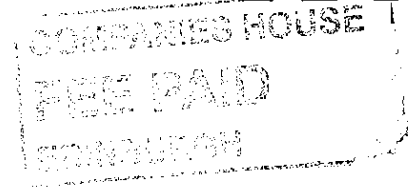
410

CHFP025

Please do not
write in this
margin

A fee of £13 is payable to Companies House in
respect of each register entry for a mortgage or
charge

Pursuant to section 410 of the Companies Act 1985



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

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

For official use

Company number

[1][1][3]

SC263302

Name of company

* Fishers Services Group Holdings Limited (the "Assignor")

* insert full name
of company

Date of creation of the charge (note 1)

27 June 2005

Description of the instrument (if any) creating or evidencing the charge (note 1)

Assignment of keyman life policy (the "Assignment")

Amount secured by the charge

All monies and liabilities which shall for the time being (and whether on or at any time after demand) be due owing or incurred in whatsoever manner to BoS by the Assignor whether or not BoS shall have been an original party to the relevant transaction and including interest, discount, commission and other lawful charges and expenses which BoS 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 BoS rates and practice as after as before any demand made or judgement obtained under the security (the "Secured Liabilities").

See continuation sheet 1 for definitions.

Names and addresses of the persons entitled to the charge

The Governor and Company of the Bank of Scotland, The Mound, Edinburgh
EH1 1YZ ("BoS")

Presenter's name address telephone
number and reference (if any):
Maclay Murray & Spens
3 Glenfinlas Street,
Edinburgh
EH3 6AQ

0131 226 5196
SZD/SMK/BAN/13/1054

For official use
Charges Section



SCT SFXA5620 0001
COMPANIES HOUSE 15/07/05

SCT SFC5T62M
COMPANIES HOUSE

0656
15/07/05

Short particulars of all the property charged.

Please do not
write in
this margin

The Assignor assigns to BoS as continuing security for payment on demand in accordance with the BoS Documents (as defined in the Facility Letter) of the Secured Liabilities (notwithstanding any settlement account or other matter):-

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

- 1) the Policy, all sums assured by it and all bonuses and benefits which may arise under it (including sundry conditions, provisions and declarations); and
- 2) the Assignor's whole right, title and interest present and future in the Policy.

"Facility Letter" means the term loan and bridging facility letter between the Assignor and BoS dated on or around the date hereof (as amended, restated, supplemented or replaced from time to time);

"Policy" means the policy of insurance detailed in the Schedule; and

"Schedule" means the schedule detailed in continuation sheet 1.

Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision (note 2)

N/A

Particulars as to commission, allowance or discount paid (see section 413(3))

Nil

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

Signed

Marking Murray + Spence

Date 15/7/05

On behalf of ~~XXXXXXXX~~ [chargee] †

Notes

1. A description of the instrument e.g. "Standard Security" "Floating Charge" etc, should be given. For the date of creation of a charge see section 410(5) of the Act. (Examples - date of signing of an Instrument of Charge; date of recording/registration of a Standard Security; date of intimation of an Assignment.)

† delete as
appropriate

2. In the case of a floating charge a statement should be given of (1) the restrictions, if any, on the power of the company to grant further securities ranking in priority to, or pari passu with the floating charge; and/or (2) the provisions, if any, regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property which is the subject of the floating charge or any part of it.

3. A certified copy of the instrument, if any, creating or evidencing the charge, together with this form with the prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of the creation of the charge. In the case of a charge created out of the United Kingdom comprising property situated outside the U.K., within 21 days after the date on which the copy of the instrument creating it could, in due course of post, and if despatched with due diligence, have been received in the U.K. Certified copies of any other documents relevant to the charge should also be delivered.

4. A certified copy must be signed by or on behalf of the person giving the certification and where this is a body corporate it must be signed by an officer of that body.

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, 37 Castle Terrace, Edinburgh EH1 2EB
DX 235 Edinburgh or LP - 4 Edinburgh 2

Pursuant to Section 410 of the Companies Act 1985

Continuation sheet 1

To the Registrar of Companies

Name of company
Fishers Services Group Holdings Limited

Company number
SC263302

Fishers Services Group Holdings Limited (the “Assignor”)

Details of Life Policy

Name of Life Assured	David Victor Ward
Policy Number	14258351
Name of Insurer	Scottish Mutual Assurance plc (Scottish Provident)
Sum assured	£250,000.00
Date of policy	29 May 2004

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number 263302

I hereby certify that a charge created by

FISHERS SERVICES GROUP HOLDINGS LIMITED

on 27 JUNE 2005

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of

THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND

was delivered pursuant to section 410 of the Companies Act, 1985,
on 15 JULY 2005 given at Companies House, Edinburgh
25 JULY 2005



C O M P A N I E S H O U S E



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES