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COMPANIES FORM NO. 395

Particulars of a mortgage or charge
notpopulated**A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.****395**Please do not
write in
this marginPlease 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

764

Company number

1011674

Name of company

* Suffolk Life Annuities Limited

Date of creation of the charge

10th day of August 2007

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

Charge of Securities

Amount secured by the mortgage or charge

All the Company's liabilities to Coutts & Company (the "Bank") 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

Coutts & Company

440 Strand

London

Postcode

WC2R 0QS

Presenter's name and address and
reference (if any)

LSC/ST2808

DX 141812 Covent Garden 5

020 7753 1000

Time critical reference

For official Use
Mortgage Section

Post room

TUESDAY



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A46

14/08/2007

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COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

By way of fixed charge -

any stocks shares bonds warrants options notes unit trust units or other equity or debt instruments or securities in each case whether constituted evidenced or represented by certificates or other documents or by an entry in the accounts of the issuer, clearing house, Mortgagory, custodian or other person, or otherwise, and all rights against clearing houses Mortgagories custodians or other persons holding instruments or securities -

Please do not
write in
this margin

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

- (a) which are named in any schedule supplied by or on behalf of the Company to the Bank by reference to the Charge of Securities, or
- (b) in respect of which title or the relevant account entries is/are held in the name of or to the order of the Bank or its nominee, or
- (c) in respect of which the relevant certificates or other title documents are deposited with or held to the order of the Bank or its nominee

together with all income derived from and rights attaching to the same

Note:- The Charge of Securities contains covenants by the Company with the Bank -

(i) not without the Bank's prior written consent to create or permit to arise any mortgage charge (fixed or floating) pledge hypothecation or lien on the securities charged, nor any other arrangement or interest (whether by way of assignment trust title retention or otherwise) which has the effect of creating security or payment priority

(ii) to transfer to the Bank or its nominee the securities charged from time to time and to deposit with the Bank or its nominee the relative certificates or documents of title

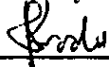
(iii) to mandate to the Bank all dividends, distributions and other income arising from the securities

charged

Particulars as to commission allowance or discount (note 3)

For Coutts & Company

Signed



Date

13/6/07

On behalf of [company][mortgagee/chargee]†

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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 Cheques and postal orders are to be made payable to **Companies House**
- 6 The address of the Registrar of Companies is -

Companies House, Crown Way, Cardiff CF4 3UZ, DX 33050 Cardiff

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 01011674

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OF SECURITIES DATED THE 10th AUGUST 2007 AND CREATED BY SUFFOLK LIFE ANNUITIES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO COUTTS & CO ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 14th AUGUST 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20th AUGUST 2007

V DX
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Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES