

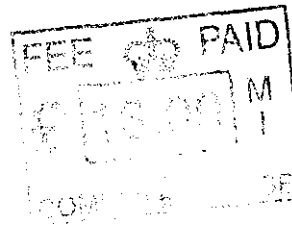
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CHA230

Companies Form No. 395

Particulars of a mortgage or chargePlease do not write in
this margin

Pursuant to section 395 of the Companies Act 1985



395

723734/13

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

To the Registrar of Companies

For official use

Company number

* insert full name
of company

Name of company

SS4

01011674

* SUFFOLK LIFE ANNUITIES LIMITED

("the Company")

Date of creation of the charge

16th day of March 2006

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

Legal Mortgage ("the Mortgage") made between (1) the Company and
(2) AIB Group (UK) p.l.c. ("the Bank")

Amount secured by the mortgage or charge

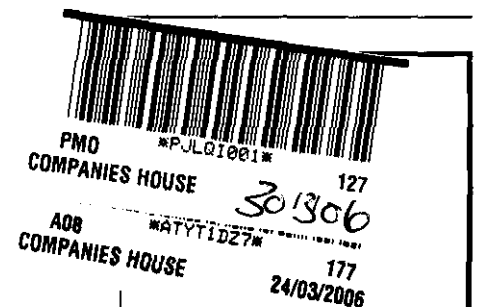
All liabilities of the Company present and future actual and/or contingent to the Bank

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

AIB Group (UK) p.l.c.
(Branch Address): 14 THE AVENUE SOUTHAMPTON
HANTS postcode SO17 1XF

Presentor's name address and
reference (if any)BERNARD CHILL & AXTELL
SOLICITORS
103 LEIGH ROAD
EASTLEIGH
HAMPSHIRE SO50 9ZQFor official Use
Mortgage Section

Time critical reference



Short particulars of all the property mortgaged or charged

By way of Legal Mortgage the freehold/leasehold property known as

(as the same is registered at H.M. Land Registry under title number:
("the Mortgaged Property").

SEE ATTACHED FAX.

Please do not
write in
this margin

The Company also charged by way of specific charge the goodwill and connection of the business or businesses from time to time carried on by or for the account of the Company upon all or any part of the Mortgaged Property ("the Goodwill").

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

The Company also charged by way of floating security all moveable plant, machinery, implements, furniture, equipment, stock-in-trade, work-in-progress and other chattels of the Company at any time placed on or used in or about the mortgaged property.

The Company covenants with the Bank not to create or permit to subsist any mortgage, charge or other encumbrance in favour of any third party of or affecting the Mortgaged Property (including the Goodwill and the property charged by way of floating security) or any part or parts thereof without the prior written consent of the Bank.

Particulars as to commission allowance or discount (note 3)

NIL

Signed



Date

16-3-06

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

+ 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 The address of the Registrar of Companies is:

Companies House,
Crown Way,
Maindy,
CARDIFF CF4 3UZ

Partners:
Alan King
Jonathan G. W. Coppen, LLB
Simon J. Jones, BA
Paul C. Harvey, BA
Francesca Wales, LLB (Hons)
Barry Keel, B.A. (Hons)
Staff Solicitors:
Gail Strange, LLB Michael Kwatia, LLB (Hons)
Gurjit Saggi, LLB (Hons) Karen Harvey

Executives:
Malcolm D. Harrington (Family)
Ian H. Clark (Crime)



103, Leigh Road
Eastleigh, SO50 9ZQ

Telephone: (023) 8061 3197
DX: 34121 Eastleigh
Fax: (023) 8061 2559
E-mail: admin@bcasol.co.uk
Website: www.bcasol.co.uk

24 Hour Answering Machine:
Out of Hours Criminal
Emergency No: (07885) 201495/6

F.A.O. Jade
Companies House

Your Ref:

Our Ref:

PH/AW/Cable

By Facsimile Only on 029 20 380 238

30 March 2006

Dear Sirs

Re: Particulars of charge form 395
Charge to Suffolk Life Annuities Limited (company number 01011674)

Thank you for your recent telephone conversation.

We can confirm that the property charged is Freehold and should be described as "Land and buildings on the North West side of Basingwell Street at Basing Mews, Bishops Waltham". This property is registered under Land Registry Title Number HP374175. A copy of the Form 395 referred to is attached for your convenience.

We look forward to hearing from you, but should you have any questions please do not hesitate to contact us.

Thank you for your assistance.

Yours sincerely,

P. Harvey
Bernard Chill & Axtell

FILE COPY



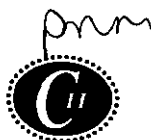
CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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 LEGAL MORTGAGE DATED THE 16th MARCH 2006 AND CREATED BY SUFFOLK LIFE ANNUITIES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO AIB GROUP (UK) PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 30th MARCH 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 31st MARCH 2006.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES