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CHFP041

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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 £10 (£13 for forms delivered on or after 1 February 2005) 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

Name of company

409

01011674

* SUFFOLK LIFE ANNUITIES LIMITED

Date of creation of the charge

9 JUNE 2005

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

LEGAL MORTGAGE

Amount secured by the mortgage or charge

ALL MONEY AND LIABILITIES WHATEVER, WHENEVER AND HOWSOEVER INCURRED BY THE COMPANY WHETHER NOW OR IN THE FUTURE.

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

HSBC BANK PLC, WHOSE REGISTERED OFFICE IS AT 8 CANADA SQUARE, IN THE CITY OF LONDON

Postcode E14 5HQ

Presentor's name, address and
reference (if any):

A.E SMITH & SON
FROME HOUSE, LONDON ROAD,
STROUD,
GLOS. GL5 2AF
DX 58801 STROUD

Time critical reference

For official use (02/00)

Mortgage Section

Post room



A20
COMPANIES HOUSE

0502
15/06/05

Short particulars of all the property mortgaged or charged

THE PROPERTY AT FREEHOLD
BUILDING 427 SITE D
KEMBLE AIRFIELD ENTERPRICE PARK
KEMBLE
GLOUCS

Please do not
write in
this margin

WITH THE BENEFIT OF ALL RIGHTS, LICENCES, GUARANTEES, RENT, DEPOSITS
CONTRACTS, DEEDS, UNDERTAKINGS AND WARRANTIES RELATING TO THE PROPERTY;

ANY SHARES OR MEMBERSHIP RIGHTS IN ANY MANAGEMENT COMPANY FOR THE
PROPERTY;

ANY RENTAL AND OTHER MONEY PAYABLE UNDER ANY LEASE, LICENCE OR OTHER
INTEREST CREATED IN RESPECT OF THE PROPERTY; AND

ALL OTHER PAYMENTS WHATEVER IN RESPECT OF THE PROPERTY

NOTWITHSTANDING ANY PROVISION TO THE CONTRARY IN THIS MORTGAGE THE
LIABILITY OF SUFFOLK LIFE ANNUITIES LIMITED SHALL NOT BE PERSONAL AND
SHOULD BE LIMITED TO THE VALUE OF THE PROPERTY IN RESPECT OF POLICY NUMBER
706518.

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

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

Particulars as to commission allowance or discount (note 3)

Mr Tim Waller L.I.B.(Hons)
A.E. Smith & Son Solicitors

Signed

Frome House
Stroud GL5 2AF

Date 9 JUNE 2005

On behalf of [company] [mortgagee/chargee]

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 £10 (£13 for forms delivered on or after 1 February 2005) 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, Crown Way, Cardiff CF4 3UZ.

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 9th JUNE 2005 AND CREATED BY SUFFOLK LIFE ANNUITIES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO HSBC BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 15th JUNE 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21st JUNE 2005.

DX Angela



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES