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CHF P004

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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 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

1 1 1 4

Company number

04340639



395

Name of company

*The Franklyn Group Limited

Date of creation of the charge

30th September 2002

Description of the instrument (if any) creating or evidencing the charge (note 3)

Legal Assignment dated 30th September 2002 between The Franklyn Group Limited (the "Company") and the Governor and Company of the Bank of Ireland (the "Bank") (the "Assignment").

Amount secured by mortgage or charge

All monies debts and liabilities from time to time due owing or incurred by the Company to the Bank on any current or other account whatsoever or otherwise in any manner whatsoever in each case:

- a) whether present or future
- b) whether alone or jointly with any other person
- c) whether actual or contingent
- d) whether as principal or surety *see continuation sheet*

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

The Governor and Company of the Bank of Ireland

41 Castle Street

Liverpool

Postcode

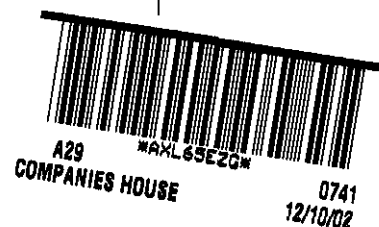
L2 9SN

Presentor's name address and
reference (if any): Davies Arnold
Cooper, 6-8 Bouverie Street, London
EC4y 8DD Ref: 694/3553.56

Time critical reference

For official Use
Mortgage Section

Post Room



Short particulars of all the property mortgaged or charged

The policy of assurance numbered X7380041 dated 12th September 2002 with Standard Life over the life of Susan MacArthur for the sum of £250,000 and all monies (including without limitation or bonuses and additions) payable thereunder or under any new policy or policies effected pursuant to Clause 8.7 of the Assignment.

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

Particulars as to commission allowance or discount (note 2)

Nil

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Signed *Dennis Mould Cooper*

Date *11 October 2002*

On behalf of [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. 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 CF14 3UZ, DX: 33050 Cardiff

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COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot) (Cont.)
Particulars of a mortgage or charge
(continued)

Continuation sheet No
to Form No 395 and 410 (Scot) 1

Company number

04340639

Please complete
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lettering

Name of company

The Franklyn Group

Limited*

*delete if
inappropriate

Description of the instrument relating or evidencing the mortgage or charge (continued) (note 2)

- e) in whatsoever name form or style
- f) in whatsoever currency denominated
- g) otherwise

including without limitation all liabilities in connection with foreign exchange transactions accepting endorsing or discounting notes or bills under bonds guarantees indemnities documentary or other credits or any instruments from time to time entered into by the Bank for or at the request of the Company together with interest at the date of payment at such rates and upon such terms as may from time to time be agreed and all commissions fees costs and other charges (including without limitation legal fees) on a full indemnity basis.

Amount due or owing on the mortgage or charge (continued)

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Name, addresses and descriptions of the mortgages or persons entitled to the charge
(continued)

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Short particulars of all the property mortgaged or charged (continued)

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black lettering



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04340639

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL ASSIGNMENT DATED THE 30th SEPTEMBER 2002 AND CREATED BY THE FRANKLYN GROUP LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 12th OCTOBER 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15th OCTOBER 2002.

THIS CERTIFICATE
HAS BEEN CANCELLED
IN FAVOUR OF A NEW
CERTIFICATE DATED 19/09/03



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04340639

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL ASSIGNMENT DATED THE 30th SEPTEMBER 2002 AND CREATED BY THE FRANKLYN GROUP LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF IRELAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 12th OCTOBER 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19th SEPTEMBER 2003 .



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —