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CHFP025

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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 £13 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

395

218428/13

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

For official use

2		
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Company number

00710383

Name of company

* Abbey Life Assurance Company Limited

Date of creation of the charge

31 March, 2009

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

Credit Support Deed dated 31 March, 2009, between Abbey Life Assurance Company Limited (the "Chargor") and Deutsche Bank AG, London Branche (the "Chargee") (the "Credit Support Deed").

Amount secured by the mortgage or charge

All obligations owing to the Chargee by the Chargor under or in connection with the credit default swap transaction between the Chargor and the Chargee in respect of a portfolio of reference entities and evidenced by a confirmation dated on or about 31 March, 2009 incorporating the terms of an ISDA 2002 Master Agreement with certain amendments and elections as further described therein (the "Secured Obligations").

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

Deutsche Bank AG, London Branch
1 Great Winchester Street
London

Postcode EC2N 2DB

Presentor's name address and
reference (if any):
Allen & Overy LLP
1221 Avenue of the Americas
New York, New York 10020
Ref: OPM

Time critical reference

For official Use (02/00)

Mortgage Section

Post room

WEDNESDAY



L7HHU91U

15/04/2009

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

The Chargor has charged the Charged Portfolio (including, for the avoidance of doubt, any Collateral added to the Charged Portfolio pursuant to the Credit Support Deed) with full title guarantee and by way of first fixed charge, in favour of the Chargee, as continuing security for the payment and discharge of the Secured Obligations.

"Charged Account" means the account to which any Collateral is for the time being credited which is held with the Custodian and in respect of which the Chargee has received an acknowledgement, signed by the Custodian substantially in the form attached as Schedule 2 to the Credit Support Deed, being initially The Abbey Life Shareholder Fund Reserve account, reference LBE2.

"Charged Portfolio" means the Collateral and the Charged Account.

"Collateral" means all of the cash and/or securities in the Charged Account from time to time, as may be substituted from time to time pursuant to Clause 3.4 (Substitution) or added pursuant to Clause 3.2 (Subsequent Deposits of Collateral) of the Credit Support Deed.

"Custodian" means State Street Bank and Trust Company.

Please do not write in this margin

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

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+
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Particulars as to commission allowance or discount (note 3)

Nil

Signed

ALAN TOWN

Date 15 March, 2009

On behalf of the Chargee[†]

A fee is 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

M395 Continuation

Company number

Name of company

* insert full name
of company

Addendum 1/4

1. Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Addendum 2/4

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

Company number

Name of company

* insert full name
of company

Addendum 3/4

3. Names, addresses and description of the mortgagees or persons entitled to the charge (continued)

Company number

Name of company

* insert full name
of company

Addendum 4/4

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



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 710383
CHARGE NO. 2**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A CREDIT SUPPORT DEED DATED 31
MARCH 2009 AND CREATED BY ABBEY LIFE ASSURANCE
COMPANY LIMITED FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY TO DEUTSCHE BANK AG,
LONDON BRANCH UNDER THE TERMS OF THE
AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING
THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1
PART XII OF THE COMPANIES ACT 1985 ON THE 15 APRIL 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20 APRIL 2009



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES