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Number

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Legibly, preferably
In black type, or
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*insert full name
of company

00400062

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

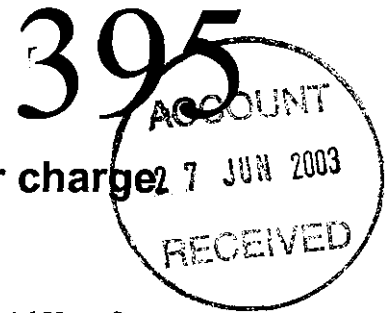
To the Registrar of Companies

For official Use Company

(Address overleaf - Note 5)

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1951250



Name of company

Grand Union Properties Limited

Date of creation of the charge (note 1)

Assignment Dated 19/06/2003
Intimation Dated 26/06/03

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

Assignment of Keyman Life Policy

Amount secured by the mortgage or charge

All moneys and liabilities (actual or contingent) for the time being due owing or incurred by the Company to the Bank on any account and in any manner whatsoever

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

The Governor and Company of the Bank of Scotland, incorporated by Act of Parliament and having their Head Office at The Mound, Edinburgh

Postcode EH1 1YZ

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

The Governor and Company of the Bank of Scotland,
Securities for Advances
1st Floor
2 Robertson Avenue
Edinburgh EH11 1PZ
Ref: M 00002786/9
Tele: 0845-300-0339

For official use
Mortgage section

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

Company:	AXA Sun Life PLC
Policy Number:	363487
Date:	30/11/1985
Sum:	£385000
Life Assured:	E.N. Lousada

Together with the whole sums assured thereby and all bonuses and benefits which may arise thereunder

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preferably in black
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Particulars as to commission allowance or discount (note 3)

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Signed

Date 26/06/03

Manager, Bank of Scotland, Securities for Advances

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, 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. 01951250

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ASSIGNMENT OF KEYMAN LIFE POLICY, INTIMATION DATED 26/06/03 AND DATED THE 19th JUNE 2003 AND CREATED BY GRAND UNION PROPERTIES 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 27th JUNE 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 1st JULY 2003.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —