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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Please do not write in this margin

Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf - Note 5)

9

For official use

Company Number
3742876

* insert full name of company

Name of company

BECOGENT LIMITED ("the Company")

Date of creation of the charge

4 September 2006

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

Assignment of Keyman Life Policy ("the Charge")

Amount secured by the mortgage or charge

All or any monies and liabilities which shall from time to time (and whether on or at any time after demand) be due owing or incurred in whatsoever manner to BoS by the Company whether actually or contingently, solely or jointly and as principal or surety and whether or not BoS shall have been an original party to the relevant transaction and including interest discount commission and other lawful charges and expenses which BoS may in the course of its business charge or incur in respect of those matters or for keeping the Company's account and so that interest shall be computed and compounded according to the usual BoS rates and practice as well after as before any demand made or judgement obtained under or in relation to the Charge.

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

The Governor and Company of the Bank of Scotland ("BoS")**The Mound****Edinburgh**Postcode **EH1 1YZ**

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

**Burness
50 Lothian Road
Festival Square
Edinburgh
EH3 9WJ**

(KZM/BAN/5/1667) (1272187)

Time Critical Reference

For official use:
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged.

Please do not write in this margin

By way of assignment, the Policy, all sums assured by it and all bonuses and benefits which may arise under it (including sundry conditions, provisions and declarations), and the Company's whole right title and interest present and future in the Policy.

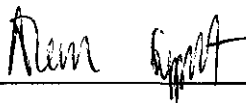
Please complete legibly, preferably in black type, or bold block lettering

Where ("the Policy") means Halifax Life Limited policy number ASSH038696 dated 25 January 2006 assuring the life of Charles Breslin for the sum of £150,000.

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

N/a

Signed



Date: 5 September 2006

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 situated in Scotland or Northern Ireland) and Form No. 398 is submitted.
2. A description of the instrument, e.g. '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. 03742876

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ASSIGNMENT OF KEYMAN LIFE POLICY DATED THE 4th SEPTEMBER 2006 AND CREATED BY BECOGENT 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 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 6th SEPTEMBER 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12th SEPTEMBER 2006 .



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES