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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 block lettering

* Insert full name of company

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

For official use Company number

1715

19772

Name of company

Winterthur Life U.K. Limited
(the "Company")

Date of creation of the charge

17th November 1995

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

LEGAL MORTGAGE (OWN ACCOUNT)

Amount secured by the charge

All sums of money which the Company may now or at any time in the future owe to Yorkshire Bank PLC (the "Bank"); and all liabilities which the Company may now or at any time in the future owe to the Bank
The sums of money and liabilities referred to above shall include
* sums and liabilities due or owing by the Company alone and/or jointly with any other person
* sums and liabilities owed as guarantor, indemnifier or security giver for any other person
* sums and liabilities which may or may not become payable depending on the outcome of future events including any sums and liabilities which would become payable on demand

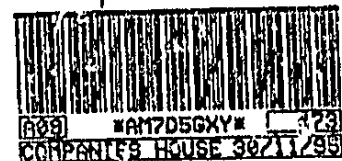
Names and addresses of the chargees or persons entitled to the charge

YORKSHIRE BANK PLC whose registered office is at
20 Merrion Way, Leeds, West Yorkshire
Postcode LS2 8NZ

Presentor's name address and reference (if any):
Messrs. Attey, Bower & Jones,
Solicitors,
82 Cleveland Street
Doncaster,
South Yorkshire. G.4849

For Official Use
Mortgage Section

Post Room



Time critical reference

Short particulars of all the property charged

Please do not write in this margin

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

- 1 The Company charges to the Bank by way of legal mortgage the property described in Schedule 1 below (the "Property")
- 2 The Company assigns to the Bank
 - * any option to purchase or right of pre-emption to acquire the freehold or superior leasehold or to have a new lease of the Property;
 - * any proceeds of sale, letting or other disposition of the Property;
 - * any guarantees, insurances or compensation monies relating to the Property or any authorisation, permit, registration certificate or licence of any kind in force in connection with the Property;
 - * any share or membership rights in a residents' association or management company relating to the Property; and
 - * any other benefit or right of any kind relating to the Property, its use, construction or title
- 3 The Company assigns to the Bank the goodwill belonging to the Company of all businesses from time to time carried on

Particulars as to commission allowance or discount (note 3)

[Handwritten signature]

Signed **Authorised Signatory**
(By authority of the
Board of Directors)

Date 28th November 1995

On behalf of [company] [chargee] **WINTERTHUR LIFE UK LIMITED**

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

Please do not write in this binding margin

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

by the Bank

- * sums and liabilities owed by the Company to another person, the rights to which have been transferred to the Bank
- * sums and liabilities owed on current or any other account
- * interest at the applicable rate or rates the Bank agrees with the Company from time to time in respect of any sum of money or liability, and if no rate has been agreed between the Bank and the Company for any particular sum of money or liability, interest at such rate as the Bank may select from the rates agreed between the Bank and the Company in respect of any other sum of money or liability, in all circumstances computed and compounded as agreed between the Company and the Bank, or if there is no agreement, in accordance with the Bank's current practice from time to time, both before and after any judgment is obtained by the Bank
- * banking charges and all costs and expenses (including the Bank's own internal management and administrative costs and legal costs on a full indemnify basis) incurred by the Bank or any receiver appointed by the Bank in exercising the Bank's rights or the receiver's rights under the Legal Mortgage, calculated as agreed between the Company and the Bank, or if there is no agreement, in accordance with the Bank's current practice from time to time.

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

Please do not
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binding margin

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

at the Property with the benefit of all authorisations, permits, registration certificates or licences of any kind which the Company may hold in connection with such businesses.

4. The Company also charges to the Bank:

- 4.1 by way of fixed charge the equipment and goods (if any) listed in Schedule 2 and all other fixtures, fittings, plant and machinery which may from time to time be erected on or affixed to the Property, and
- 4.2 by way of floating charge all other moveable plant, machinery, furniture, equipment, goods and other effects which are from time to time on the Property.

Note:

- A The Bank may at any time by written notice to the Company convert the floating charge over any assets specified in the notice into a fixed charge.
- B The Legal Mortgage contains a prohibition on the Company creating or allowing any mortgage, charge, pledge, lien, assignment by way of security or other security interest of any kind on the Property.

Schedule 1

The Property

44 Duke Street Doncaster South Yorkshire

Schedule 2

The equipment and goods subject to fixed charge

[if none, specify "None"]

None

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY No. 00019772

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL MORTGAGE DATED THE 17th NOVEMBER 1995 AND CREATED BY WINTERTHUR LIFE UK LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO YORKSHIRE BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 30th NOVEMBER 1995.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 1st DECEMBER 1995.

Fiona M. Sangster

FIONA M. SANGSTER

for the Registrar of Companies



COMPANIES HOUSE

HC028B

POST
JC
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