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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

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



CHFP025

Please do not write in this margin

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

*insert full name of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

11216

19772

Name of company

* WINTERTHUR LIFE (UK) LIMITED ("the Company")

Date of creation of the charge

14 May 1999

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

Legal Charge (the "Charge")

Amount secured by the mortgage or charge

All monies and liabilities which may now be or hereafter from time to time become owing by the Company to the Lender on any account whatever (whether pursuant to the Lender's Commercial Mortgage Conditions 1997 or otherwise) and whether actually or contingently, as principal or surety or alone or jointly with another including all interests and Costs together with damages for breach of any of the Lender's Commercial Mortgage Conditions 1997.

Note: "Costs" include:
(A) All reasonable liabilities, costs and expenses of any kind incurred by the Lender or any officer or agent of the Lender in respect of the Property, the Charge, and any other security the Lender holds for the payment of sums which the Charge secures, the protection or enforcement of the Charge or such security or the connection of sums due under the Charge or such security must be paid by the Company to the Lender on an indemnity basis. These costs include the costs of legal proceedings

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

Northern Rock plc
Northern Rock House
Gosforth
Newcastle upon Tyne NE3 4PL (the "Lender")

Postcode

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

Dibb Lupton Alsop
Victoria Square House
Victoria Square
Birmingham
B2 4DL

NI.EMH.WINTERTHUR.46042-56

Time critical reference

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

As security for payment of the secured amounts:

(a) By way of Legal Mortgage and with full title guarantee as detailed below the Property (the "Property"):

Freehold	Title No.
(i) Units 4-12 Boscomoor Lane Penkridge Staffordshire	SF322169
(ii) Units 6-9 Querns Road Cirencester Gloucestershire	GR163410
(iii) Unit 45 Britannia Way Britannia Enterprise Park Lichfield	SF295308

Leasehold

(i) Units 1-10 Acorn Centre Leeds Road Kirkby Liverpool lease dated 29 September 1982 made between (1) Liverpool City Council (2) City County Council of Merseyside for term of 999 years from 29.09.1982 at rent of peppercorn (if demanded) and registered under title number MS169860

(ii) Units 10-13 Prospect Drive Britannia Enterprise Park Lichfield dated 14 May 1999 made between (1) Wygar Construction Company Limited (2) Winterthur Life (UK) Limited (2) for a term of 999 years from 14.05.1999 at rent of 1 peppercorn registered at HM Land Registry under title number SF252324 (the "Property")

Continued on page 4

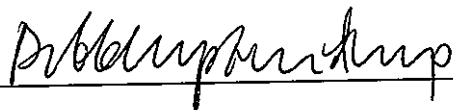
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Please complete legibly, preferably in black type, or bold block lettering

Particulars as to commission allowance or discount (note 3)

None

Signed



Date 27 May 1999

On behalf of ~~company~~ [mortgagee/chargee] † Northern Rock plc

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

† 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 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 CF4 3UZ

**Particulars of a mortgage or charge
(continued)**

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binding margin

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

CHFP025

Company Number

19772

Please complete
legibly, preferably
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bold block lettering

Name of Company

WINTERTHUR LIFE (UK) LIMITED ("the Company")

Limited*

* delete if
inappropriate

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

[Empty box for description of the instrument]

whether brought by or against the Company or any other person.

(B) The Lender may also demand payment or reimbursement from the Company of such sum as the Lender reasonably estimates to represent the cost to the Lender (including a proper sum for the cost of the services of its employees and the facilities and accomodation used by them) of any default by the Company in making the monthly payments or in complying with any other of its other promises or obligations under the Lender's Commercial Mortgage Conditions 1997.

(C) The Lender may impose a reasonable administrative charge to cover the cost to the Lender (including a proper sum for the cost of the services of its employees and the facilities and accommodation used by them) of supplying any service to the Company in connection with the Charge, including (but not limited to) the storage of title deeds to the Property and the production to the Company or its representative of the title deeds or the supply of extracts from or copies of them.

(D) Such liabilities, costs, expenses and charges are payable by the Company to the Lender on demand. They will be added to the Advance from the date of expenditure and will carry interest at the Interest Rate specified in the Lender's Commercial Mortgage Conditions 1997.

"The Advance" means any principal sum advanced by the Lender to the Company and includes any principal sum advanced by the Lender to the Company after the initial advance and includes any re-advance

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

**Please complete
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bold block lettering**

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(b) By assignment by the Lender with full guarantee the goodwill of any business carried on by the Company, the benefit of all licences, consents, certificates, registrations, permits or other similar matters respectively carried on or arising in connection with the Property or any business carried on by the Borrower respectively carried on or arising in respect of the Property.

Please complete
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bold block lettering

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 CHARGE DATED THE 14th MAY 1999 AND CREATED BY WINTERTHUR LIFE UK LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NORTHERN ROCK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 28th MAY 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2nd JUNE 1999.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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