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CHFP025

Please do not write in this margin

Please complete 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 £10 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

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

For official use

Company number

1512

00019772

Name of company

* Winterthur Life UK Limited

Date of creation of the charge

1st September 2000

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

Legal Mortgage

Amount secured by the mortgage or charge

All money and liabilities whatever whenever and howsoever incurred whether now or in the future due or becoming due to the Bank. This includes but is not limited to (a) overdrafts, personal and other loans or facilities and further advances of money (b) Guarantees and Indemnities to the Bank and any of the contingent liabilities of the Company (c) discount, commission and other lawful charges and expenses (d) interest in accordance with any agreement between the Company and the Bank and if there is no agreement interest on any money and liabilities due from the Company at an annual rate of 3% above the Bank's base rate from time to time computed and compounded monthly and/or according to the Bank's then current practice, interest as above applies before and after any Judgement or debt (e) money agreed to be paid by the Company under paragraph 25 of the Bank's Mortgage Deed Conditions (1999 Edition).

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

HSBC Bank Plc
Team A2 London SPC
144 Leadenhall Street London

Postcode EC3V 4PP

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

Sisman Nichols
11 Elmdale Road
Clifton
Bristol
BS8 1SL

For official Use
Mortgage Section

Post room



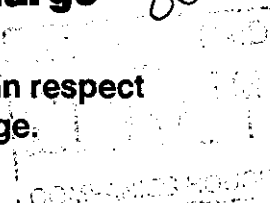
A19
COMPANIES HOUSE

0499
02/09/00

Time critical reference

NWb
£10
002479

395



3

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F6

As continuing security for the payment and discharge of the debts secured hereunder (and each and every part of it):

(a) (the Property) freehold property Old Dairy North Street Downend Bristol registered at H M Land Registry with Title Number GR 227076

(b) the benefit of all rights, licenses, guarantees, rent deposits, contracts, deeds, undertakings and warranties relating to the property

(c) any shares or membership rights mentioned in paragraph 3 of the Bank's Mortgage Deed Conditions (1999 Edition)

(d) any goodwill of any business from time to time carried on at the property

(e) any rental and other money payable under any Lease, Licence, or other interest created in respect of the property and

(f) any other payments whatever in respect of the property, for example payments from any insurance policy or any compensation money.

RS

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed



Date 1.9.2000

On behalf of [company] (mortgagee/chargee) †

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 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 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 CF14 3UZ

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 1st SEPTEMBER 2000 AND CREATED BY WINTERTHUR LIFE UK LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO HSBC BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 2nd SEPTEMBER 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6th SEPTEMBER 2000.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E

*SW
P*

HC026B



Companies House

— *for the record* —

Please quote our reference and registered number of company when replying

RUSSELL PAGE LIMITED
L'ANCRESSE LODGE
WATERSIDE BILLINGHAM
LINCOLN
LINCOLNSHIRE
LN4 4BU

Mortgage Section
Crown Way Cardiff CF14 3UZ
Telephone 029 2038 0445
Fax 029 2038 0827
DX 33050 Cardiff

Your Ref
Our Ref MORT/CP
Date 31 August 2000

Dear Sirs

RUSSELL PAGE LIMITED-657939

The enclosed form 403a is returned to you for the following reasons:

Please delete where I have circled in pencil in order to indicate if the charge is to be satisfied in "full" or "part".

Please return the amended form as soon as possible for registration to proceed.

Yours faithfully

C Pascoe



AWARDED FOR EXCELLENCE