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lettering**COMPANIES FORM No. 395**
Particulars of a charge**395**

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

116

19772

Name of company

WINTERTHUR LIFE UK

LIMITED

Date of creation of the charge

21ST SEPTEMBER 1998

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

LEGAL CHARGE

Amount secured by the mortgage or charge

PLEASE SEE ATTACHED CONTINUATION SHEET

Short particulars of all the property mortgaged or charged

FIELD NG NO 4700, EAST CARR ROAD, KEYINGHAM, HULL, CITY OF
KINGSTON UPON HULL

AS COMPRISED IN A TRANSFER DATED 21.9.1998

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

BARCLAYS BANK PLC
54 LOMBARD STREET
LONDON EC3P 3AHPresenter's name, address and
reference (*if any*): 20 - 43 - 47BARCLAYS LOAN SERVICING CENTRE
COMPANY REGISTRATIONS
P.O. BOX 299
BIRMINGHAM B1 3PF

Time critical reference

For official use

Mortgage section

Post room



COMPANIES HOUSE 06/10/98

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Particulars of a charge continued

Company number

19772

Name of company

WINTERTHUR LIFE UK

LIMITED

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

FOR **BARCLAYS BANK PLC**

Signed



Date

02 OCT 1998

MANAGER

Designation of position in relation to the company: BARCLAYS LOAN SERVICING CENTRE

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,or 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

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Continuation Sheet No: 1

Please complete
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Particulars of a charge continued

Company number

19772

Name of company

WINTERTHUR LIFE UK

LIMITED

AMOUNT SECURED BY THE MORTGAGE OR CHARGE

ALL MONIES NOW DUE OR HEREAFTER TO BECOME DUE OR FROM TIME TO TIME ACCRUING DUE FROM THE COMPANY TO THE BANK UPON ANY ACCOUNT AND IN ANY MANNER WHATSOEVER BUT ONLY IN RESPECT OF MONIES ADVANCED BY THE BANK TO THE COMPANY IN RESPECT OF THE MORTGAGED PROPERTY AND SHALL NOT EXCEED THE NET PROCEEDS OF SALE OF THE MORTGAGED PROPERTY FROM TIME TO TIME NOTWITHSTANDING THE PROVISIONS OF THE CHARGE AND INCLUDING WITHOUT PREJUDICE TO THE GENERALITY OF THE FOREGOING ALL SUMS COVENANTED TO BE PAID OR DISCHARGED UNDER THIS FACILITY AND SECURED BY WAY OF LEGAL MORTGAGE SHALL NOT EXCEED THE NET PROCEEDS OF SALE OF THE MORTGAGED PROPERTY FROM TIME TO TIME.

IF THE AMOUNT DEMANDED BY THE BANK IN WRITING AT ANY TIME SHALL EXCEED THE NET PROCEEDS OF SALE OF THE MORTGAGED PROPERTY THE BANK UNDERTAKES THAT UPON RECEIPT OF THE NET PROCEEDS OF SALE OF THE MORTGAGED PROPERTY THE BANK WILL:

A. DISCHARGE THE LEGAL CHARGE AND

B. RELEASE THE COMPANY FROM ALL LIABILITIES AND OBLIGATIONS IN ANY WAY DUE OWING OR INCURRED BY THE COMPANY TO THE BANK TO THE EXTENT THAT THE BANK SHALL HAVE NO RECOURSE TO THE COMPANY BY ANY FORM OF ACTION FOR ANY SHORTFALL OF THE NET PROCEEDS OF SALE OF THE MORTGAGED PROPERTY AGAINST THE AMOUNT DEMANDED BY THE BANK.

NOTWITHSTANDING ANYTHING CONTAINED TO THE CONTRARY IT IS AGREED THAT THE LIABILITIES OF THE COMPANY SHALL BE ONLY IN RESPECT OF MONIES ADVANCED BY THE BANK TO THE COMPANY IN RESPECT OF THE PROPERTY KNOWN AS FIELD NO 4700, EAST CARR ROAD, KEYINGHAM, HULL, CITY OF KINGSTON UPON HULL.

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 21st SEPTEMBER 1998 AND CREATED BY WINTERTHUR LIFE UK LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC ON ANY ACCOUNT WHATSOEVER BUT ONLY IN RESPECT OF MONIES ADVANCED BY THE BANK TO THE COMPANY IN RESPECT OF THE MORTGAGED PROPERTY AND SHALL NOT EXCEED THE NET PROCEEDS OF SALE OF THE MORTGAGED PROPERTY FROM TIME TO TIME NOTWITHSTANDING THE PROVISIONS OF THE CHARGE AND INCLUDING WITHOUT PREJUDICE TO THE GENERALITY OF THE FOREGOING ALL SUMS COVENANTED TO BE PAID OR DISCHARGED UNDER THIS FACILITY AND SECURED BY WAY OF LEGAL MORTGAGE SHALL NOT EXCEED THE NET PROCEEDS OF SALE OF THE MORTGAGED PROPERTY FROM TIME TO TIME WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 6th OCTOBER 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th OCTOBER 1998.

[Handwritten signature]
10/10/98

for the Registrar of Companies

[Handwritten initials]



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