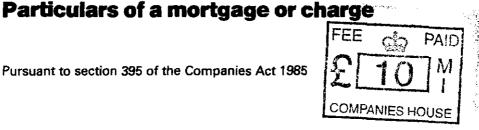


Please do not write in this margin

Pursuant to section 395 of the Companies Act 1985



For official use

Company number

19772

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)

COMPANIES FORM No. 395

Name of company

WINTERTHUR LIFE UK LIMITED

Date of creation of the charge

17 February 2000

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

Standard Security

Amount secured by the mortgage or charge

All sums of principal, interest and charges which are now or which may at any time hereafter become due to the Bank (as hereinafter defined) by the Company whether solely or jointly with any other person, corporation, firm or other body and whether as principal or surety.

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

The Royal Bank of Scotland plc, having their registered office at

42 St Andrew Square

Edinburgh

Postcode

EH2

Post room

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

Morton Fraser Solicitors 30-31 Queen Street EDINBURGH EH2 1JX (ref: ARD/HJSH/GR 087 001) For official Use Mortgage Section

COMPANIES HOUSE

01/03/00

Time critical reference

ALL and WHOLE that office (formerly two shops) Nos. 11 and 13 Cumberland Street, Edinburgh in the County of Midlothian with the cellarage underneath the same on the ground or street flat and basement flat of the tenement of which the subjects form part being the subjects and others more particularly described in the Disposition by Mrs Helen Glass Pitkeathly or Percy in favour of William Robert Victor Percy dated 31 July and recorded GRS (Midlothian) 29 October 1981.

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)

N/A

Signed

Date

29 February 2000

On behalf of [company][mortgagee/chargee]

† delete as appropriate

Notes

- 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

CHFP000

COMPANIES FORM No. 398

(ref: ARD/HJSH/GR087 001)

Certificate of registration in Scotland or Northern Ireland of a charge comprising property situate there 398

Pursuant to section 398(4) of the Companies Act 1985

Please do not write in this margin

legibly, preferably in black type, or bold block lettering insert full name of company	Name of company WINTERTHUR LIFE	UK LIMITED			19772
insert full name	Name of company WINTERTHUR LIFE	UK LIMITED			
	*	UK LIMITED			
	Hugh John Stewart				
	Hugh John Stewart Henderson				
	Morton Fraser, 30	-31 Queen S	treet, Edi	nburgh EH2 1	JX, agents for
	The Royal Bank of	Scotland p	olc, 42 St	Andrew Squar	e, Edinburgh
 give date and parties to charge 	certify that the charge * _ d	ated 14 Jan	uary 2000 g	granted by W	interthur Life UK Limit
	in favour of The Ro	oyal Bank o	f Scotland	plc	
	of which a true copy is anne	exed to this for	m was present	ed for registration	on on 17 February 2000
t delete as appropriate	in [Scotland] [Northern Irela	nd] [†]			
h dalah	<u></u>			_ \	
t delete as appropriate	Signed Date 29 February 2000				
	Presentor's name address		official Use		0
	reference (if any): Morton Fraser Solicitors 30-31 Queen Street	, Marti	gage Section		Past roam

Notes

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. 00019772

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A STANDARD SECURITY PRESENTED FOR REGISTRATION IN SCOTLAND 17TH FEBRUARY 2000 DATED THE 14th JANUARY 2000 AND CREATED BY WINTERTHUR LIFE UK LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE ROYAL BANK OF SCOTLAND plc ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 1st MARCH 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 3rd MARCH 2000.





