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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

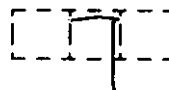
Please complete
legibly, preferably
in black type, or
bold block lettering

* insert full name
of company

To the Registrar of Companies

For official use

Company number



2567540

Name of company

* Independent Trustee Services Limited

Date of creation of the mortgage

23rd SEPTEMBER 1998

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

Legal Mortgage dated 23rd SEPTEMBER 1998

Amount secured by the mortgage or charge

§ Insert name
of Principal

All money and liabilities whatever, whenever and howsoever incurred by

§ Moore & Brock Pensions Limited

and by the Mortgagor whether now or in the future.

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

Midland Bank plc, whose registered office is at Poultry, in the City of London.

Postcode

EC2P 2BX

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

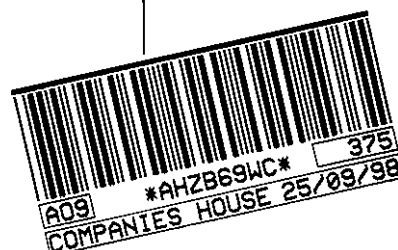
JOLLIFFE & CO.
SOLICITORS
EXCHANGE HOUSE
WHITE FRIARS
CHESTER CH1 1NZ

(Ref 146)

Time critical reference

For official Use
Mortgage Section

Post room



The property at land and buildings on the south side of Lightfoot Street
Hoole Chester Cheshire Title No. CH292200

Please do not
write in
this margin

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

**with the benefit of all rights, licences, guarantees, rent deposits contracts, deeds, undertakings
and warranties relating to the property;**

any shares or membership rights in any management company for the Property;

any goodwill of any business from time to time carried on at the Property;

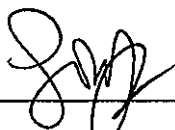
**any rental and other money payable under any lease, licence or other interest created in respect
of the Property; and**

all other payments whatever in respect of the Property.

Particulars as to commission allowance or discount (note 3)

NIL

Signed



John V. ...

Date

23/9/98

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

† delete as
appropriate

Notes

- 1 The original instrument (if any) creating or evidencing the mortgage, 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 mortgage (section 395). If the property is situated and the mortgage 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 mortgage will be accepted where the property mortgage is situated and the mortgage 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", "Legal 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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02567540

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL MORTGAGE DATED THE 23rd SEPTEMBER 1998 AND CREATED BY INDEPENDENT TRUSTEE SERVICES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM MOORE & BROCK PENSIONS LIMITED AND INDEPENDENT TRUSTEE SERVICES LIMITED TO MIDLAND BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 25th SEPTEMBER 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 28th SEPTEMBER 1998 .

A handwritten signature in dark ink, appearing to read 'A.J. PITCHER'.

for the Registrar of Companies

Handwritten initials in dark ink, possibly 'P.A.' or similar.



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