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*insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

4

3305786

Name of company

* Hillmart Limited

Date of creation of the charge

22nd April 1997

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

Mortgage of Life Policy

Amount secured by the mortgage or charge

All monies and liabilities which shall for the time being (and whether on or at any time after such demand) be due, owing or incurred to Unity Trust Bank plc by the Company including interest, discount, commission and other lawful charges and expenses which the said bank may in the course of its business charge in respect of any of the matters aforesaid or for keeping the Company's accounts and so that interest shall be computed and compounded according to the usual mode of the Bank as well after as before any demand made or judgment obtained hereunder.

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

Unity Trust Bank plc of 4 The Square, 111 Broad Street, Birmingham B15 1AR.

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

Cobbetts
Ship Canal House
King Street
Manchester
M2 4WB

Ref: RJCH.LMC

Time critical reference

For official use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

1. The Policy of Assurance number 352567J (sum assured: £300,000) effected with Scottish Provident Life Assurance Company Limited on the life of Andrew Langwallner and all money (including bonuses) that may become payable under such policy or under any substituted policy or policies or any new policy or policies effected under Clause 3.1.3 of the said Mortgage of Life Policy.

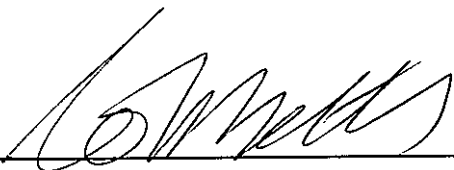
2. All sums payable to the Company in connection with the aforementioned policies pursuant to Section 76 of the Insurance Companies Act 1982.

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

Particulars as to commission allowance or discount (note 3)

Signed



Date 24th April 1997

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

[†] 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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03305786

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE LIFE POLICY DATED THE 22nd APRIL 1997 AND CREATED BY HILLMART LIMITED FOR SECURING ALL MONEYS AND LIABILITIES DUE OR TO BECOME DUE FROM THE COMPANY TO UNITY TRUST BANK PLC UNDER THE TERMS OF THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 26th APRIL 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 30th APRIL 1997.

A handwritten signature in cursive script, appearing to read 'R. Adams'.

R. ADAMS

for the Registrar of Companies



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

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