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CHFP004

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.

395

Please do not
write in
this margin

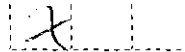
Please complete
legibly, preferably
in black type, or
bold block lettering

*Insert full name
of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use



Company number

04948228

46 0598 / 100

Name of company

* Hallingware Limited ("the Mortgagor")

Date of creation of the charge

20th December 2003

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

Assignment of Life Policy dated 20th December 2003 by the Mortgagor to the Royal Bank of Scotland plc (the "Bank") (the "Policy")

Amount secured by the mortgage or charge

All the Mortgagor's liabilities to the Bank of any kind and in any currency (whether present or future, actual or contingent and whether incurred alone or jointly with another) together with the Bank's charges and commission, Interest and Expenses. ("Mortgagor's Obligations")

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

The Royal Bank of Scotland plc

36 St Andrew Square

Edinburgh

Postcode

EH2 2YB

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

Eversheds LLP
115 Colmore Row
Birmingham B3 3LS

Our Ref: DA/HJE 705927

Time critical reference

For official Use
Mortgage Section

Post room



A61
COMPANIES HOUSE

A61JXRJ7

0472
07/01/04

Short particulars of all the property mortgaged or charged

The Mortgagor covenants to discharge on demand the Mortgagor's Obligations and as a continuing security for such discharge and with full title guarantee assigns to the Bank the Policy and all money that may become payable under the Policy subject to re-assignment on redemption

Please do not
write in
this margin

The Mortgagor will not without the Bank's prior written consent assign or create or permit to arise any mortgage charge or lien on the Policy

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

Definitions

"**Expenses**" means all expenses (on a full indemnity basis) incurred by the Bank at any time in connection with the Policy or the Mortgagor's Obligations or in taking or perfecting this deed or in preserving defending or enforcing the security created by this deed or in exercising any power under this deed or otherwise with Interest from the date they are incurred

"**Interest**" means interest at the rate(s) charged to the Mortgagor by the Bank from time to time

"**Policy**" means

Name of insurer: St James' Place
Policy Number: 38C40Y41
Name of Life Assured: Andrew Kitchen

Particulars as to commission allowance or discount (note 3)

Nil

A fee of £10 is
payable to
Companies House
in respect of each
register entry for a
mortgage or
charge.
(See Note 5)

For Royal Bank of Scotland

Signed Enersheds LLP

Date 6th January 2003

On behalf of mortgagee

Notes

†delete as
appropriate

- 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 CF4 3UZ, DX: 33050 Cardiff

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04948228

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ASSIGNMENT OF LIFE POLICY DATED THE 20th DECEMBER 2003 AND CREATED BY HALLINGWARE 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 7th JANUARY 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12th JANUARY 2004.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES