

THE COMPANIES ACT, 1929.

2



See below.

PARTICULARS of a Mortgage or Charge subject to which property has been acquired on or after 1st November 1929, by a Company registered in England.

Pursuant to Section 81.

Insert the Name of the Company.

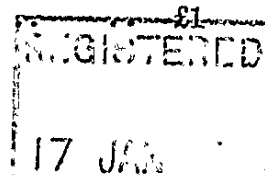
THE EAGLE STAR AND BRITISH DOMINIONS INSURANCE COMPANY

LIMITED.

The fees payable on registration of a Mortgage or Charge are as follows :—

If the amount secured does not exceed £200 10s.

If the amount secured exceeds £200



Presented by

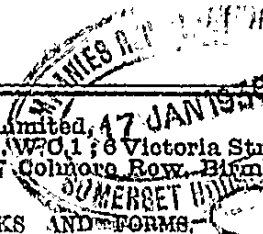
Simmons & Simmons

1, Threadneedle Street

E.C.2

The Solicitors' Law Stationery Society, Limited, 22 Chancery Lane, W.C.2; 27 & 28 Walbrook, E.C.4; 49 Bedford Row, W.C.1; 8 Victoria Street, S.W.1; 15 Hanover Street, W.1; 19 & 21 North John St., Liverpool, 2; 77 Colmore Row, Birmingham, 3; 68 St. Vincent St., Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.



THE EAGLE STAR AND BRITISH DOMINIONS

(1)	(2)	(3)	(4)
Date and description of the instrument creating or evidencing the Mortgage or Charge (a).	Date of the acquisition of the Property.	Amount owing on the security of the Mortgage or Charge.	Short particulars of the Property Mortgaged or Charged.
Legal Charge dated the 27th day of March 1933 /	15th day of January 1936	£30,000	Nos. 207, 207A, 209 and 211 Commercial Road at Landport in the City of Portsmouth

(a) A description of the Instrument, e.g., "Trust Deed," "Mortgage," "Debenture," &c., as the case may be, should be given.

A copy of the instrument must be verified or certified to be a true copy under the seal of the Company, or under the hand of some person interested therein otherwise than on behalf of the Company and must be delivered with these Particulars.

This Margin to be reserved for binding.

property has been acquired on or after 1st November, 1929, by

INSURANCE COMPANY..... Limited, a Company registered in England.

(5)

Names, Addresses and Descriptions of the Mortgagees or Persons
entitled to the charge.

J.&P.Coats Limited whose registered office is at No.62 George
Street Paisley Scotland

This Margin to be reserved for binding.

Signature.....

L. M. J. J. J.

Designation
of position in
relation to the
Company.

Secretary.....

Dated the 16th day of January 1936

Certificate of the Registration of a Mortgage or Charge.

Pursuant to Section 82 (2) of the Companies Act, 1929.



I hereby Certify that a Mortgage or Charge for the sum of £ 30,000
 secured on property acquired by THE EAGLE STAR AND BRITISH DOMINIONS INSURANCE
COMPANY LIMITED
 on the fifteenth day of January One thousand
 nine hundred and thirty-six, was this day Registered pursuant
 to Section 81 of the Companies Act, 1929.

Given under my hand at London, this seventeenth day of January

One thousand nine hundred and thirty-six

Certificate and Mortgage received by

[Signature]
[Signature]

[Signature]

Assistant Registrar of Companies.

Date

1 Threadneedle Street & Co.
January 2nd 1936.

Memorandum of Satisfaction of Mortgage or Charge and Declaration
in support.

Pursuant to Section 84.

REGISTERED

29 APR 1938

Insert the
name of the
Company

EAGLE STAR INSURANCE COMPANY Limited.

WE JOHN SPENCER

of 1 Threadneedle Street, E.C.2.

a Director of Eagle Star Insurance Company Limited

and JOHN BERTRAM ANDRAS
~~Leonard Alexander Mount Jones~~

of 1 Threadneedle Street, E.C.2.

Resident
the Secretary thereof, do solemnly and sincerely declare that the particulars contained in the Memorandum of Satisfaction annexed hereto and dated 25th April 1938 are true to the best of our knowledge, information and belief.

And we make this solemn Declaration, conscientiously believing the same to be true, and by virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at 1 Threadneedle

Street in the City of
London

the 25th day of April 1938.

one thousand nine hundred and thirty-

Before me,

[Signature]

A Commissioner for Oaths. (a)

(a) Or Notary Public or Justice of the Peace.

The Solicitors' Law Stationery Society, Limited,
22 Chancery Lane, W.C.2; 27 & 28 Walbrook, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria St., S.W.1;
15 Hanover Street, W.1; 19 & 21 North John Street, Liverpool, 2; 77 Colmore Row, Birmingham, 3;
157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

Companies Form 611.-00080.14-7-37

[P.T.O.]

No. of Company 4490 / 766

(No registration fee payable)

THE COMPANIES ACTS 1948 TO 1967

Particulars of a mortgage or charge

subject to which property has been acquired

Pursuant to Sections 97 and 106C of the Companies Act 1948 (Note 1)

Name of Company EAGLE STAR INSURANCE COMPANY Limited*

Particulars of a mortgage or charge subject to which property has been acquired by the above-named Company

Date and description of the instrument creating or evidencing the mortgage or charge (Note 2)	Date of the acquisition of the property	Amount owing on security of the mortgage or charge	Short particulars of the property mortgaged or charged	Names, addresses and descriptions of the mortgagees or persons entitled to the charge
Charge dated 8th day of November 1967.	12th August 1976.	£1,300, 000.	I.B.M. House 389 Chiswick High Road, ✓ Hounslow, W.4. registered at H.M. Land Registry under Title No: NGL: 21362.	Phoenix Assurance Company Limited, Phoenix House, 4/5 King William Street, London, EC4P, 4HR.

Signed Simmons & Simmons

Designation of position in relation to the Company

Solicitors.

Date 13th August 1976.

- NOTES: 1. Section 106C was inserted into the Companies Act 1948 by the Companies (Floating Charges) (Scotland) Act 1961.
2. A description of the instrument, e.g., "Trust Deed", "Debenture", etc. as the case may be, should be given.
3. A copy of the instrument, certified as prescribed in paragraph 4 of the Companies (Forms) Order, 1949, must be delivered with these particulars to the Registrar of Companies within 21 days after the date of the completion of the acquisition (or the settlement of the transaction)

*Delete "Limited" if not applicable

Presented by:

SIMMONS & SIMMONS,
14, DOMINION STREET,
E.C.2.

Presenter's reference and/or telephone number:

449509/SR/11

628-2020





CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

I hereby certify that a mortgage or charge for the sum of £ 1,300,000---

secured on property acquired by **LAGER SHIP INSURANCE COMPANY LIMITED**

on the 12th August 1976

was registered pursuant to section 97 of the Companies Act, 1948, on

the 16th August 1976

Given under my hand at London the 27 SEP 1976

No. 82051

S A Pendlebury
Assistant Registrar of Companies

Certificate and instrument received by

Simmons & Simmons

.....

Date 16.9.76

Particulars of a mortgage or charge subject to which property has been acquired

Pursuant to section 97 of the Companies Act 1948

Please do not write in this binding margin

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

Name of company

EAGLE STAR INSURANCE COMPANY LIMITED

Limited*

Date and description of the instrument creating or evidencing the mortgage or charge (note 1)

4th February 1966 - Legal Charge

Amount owing on security of the mortgage or charge

£678,750

Names, addresses and descriptions of the mortgagees or persons entitled to the mortgage or charge

Sun Life Assurance Company of Canada of 2/4 Cockspur Street, London SW1.

Short particulars of the property mortgaged or charged

The Red Lion Public House, 31 Houndsditch, 33-36 Houndsditch and 17 and 18 Bevis Marks

Continue overleaf as necessary

Presenter's name, address and reference (if any):

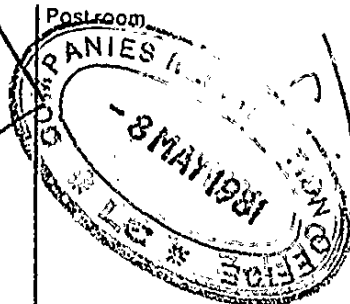
(Ref: GTC/RAP/JC)
Messrs. Freshfields,
Grindall House,
25 Newgate Street,
London EC1A 7LH.

Time critical reference

For official use
Mortgage section

REGISTERED
8 MAY 1981

Post room



Please do not
write in this
binding margin



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

Short particulars of the property mortgaged or charged (continued)

Date of the acquisition of the property 24th April 1981

Signed *Johnathan Johnson* Date 7-5-81
Designation of position in relation to the company Solicitor

Notes

- 1 A description of the instrument, eg, "Trust Deed", "Debenture", etc. as the case may be, should be given.
- 2 A copy of the instrument, certified as prescribed in paragraph 6 of the Companies (Forms) Order 1979, must be delivered with these particulars to the Registrar of Companies within 21 days after the date of the completion of the acquisition of the property which is subject to the mortgage or charge or, if the property is situate and the charge was created outside Great Britain, twenty-one days after the date on which the copy of the instrument could in due course of post, and if despatched with due diligence have been received in the United Kingdom.



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

I hereby certify that a mortgage or charge for the sum of £ 678,750---

secured on property acquired by **EAGLE STAR INSURANCE COMPANY LIMITED**

on the **24th April 1981**

was registered pursuant to section 97 of the Companies Act, 1948, on

the **8th May 1981**

Given under my hand at Cardiff the

13 AUG 1981

No. **82051**

J. RENOWDEN

Assistant Registrar of Companies

Certificate and instrument received by

Pat

Date **14.8.81**

C.69b

Particulars of a mortgage or charge subject to which property has been acquired

Pursuant to section 97 of the Companies Act 1948

Please do not write in this binding margin

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

Name of company

For official use

Company number

M 8 2 2

82051

EAGLE STAR INSURANCE COMPANY

Limited*

Date and description of the instrument creating or evidencing the mortgage or charge (note 1)

~~4th February 1966~~ - Legal Charge

24th September 1968

Amount owing on security of the mortgage or charge

£212,750

Names, addresses and descriptions of the mortgagees or persons entitled to the mortgage or charge

Sun Life Assurance Company of Canada of 2/4 Cockspur Street, London SW1.

Short particulars of the property mortgaged or charged

Leasehold land and premises known as 255 High Street, Guildford, Surrey registered at H.M. Land Registry under Title Number SY 356794

Continue overleaf as necessary

Presenter's name, address and reference (if any):

Messrs. Freshfields, Grindall House, 25 Newgate Street, London EC1A 7LH.

(Ref: GTC/RAP/JC)

Time critical reference

For official use
Mortgage section

REGISTERED
8 MAY 1981

Post room

COMPANIES REGISTRATION OFFICE
- 8 MAY 1981

write in this
binding margin

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

Date of the acquisition of the property 24th April 1981

Signed Lincoln Johnson Date 7-5-81

Designation of position in relation to the company Solicitor

Notes

- 1 A description of the instrument, eg, "Trust Deed", "Debenture", etc. as the case may be, should be given.
- 2 A copy of the instrument, certified as prescribed in paragraph 6 of the Companies (Forms) Order 1979, must be delivered with these particulars to the Registrar of Companies within 21 days after the date of the completion of the acquisition of the property which is subject to the mortgage or charge or, if the property is situate and the charge was created outside Great Britain, twenty-one days after the date on which the copy of the instrument could in due course of post, and if despatched with due diligence have been received in the United Kingdom.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

I hereby certify that a mortgage or charge for the sum of £ 212,750—

secured on property acquired by **EAGLE STAR INSURANCE COMPANY LIMITED**

on the **24th April 1981**

was registered pursuant to section 97 of the Companies Act, 1948, on

the **8th May 1981**

Given under my hand at Cardiff the

13 AUG 1981

No. **82051**

J. RENOWDEN

Assistant Registrar of Companies

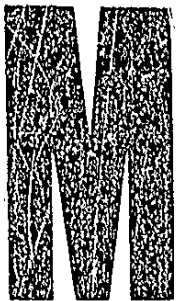
Certificate and instrument received by

Pat

Date *14.8.81*

C.69b

62



THE COMPANIES ACTS 1948 TO 1976

Particulars of a mortgage or charge subject to which property has been acquired

47b

Pursuant to section 97 of the Companies Act 1948

Please do not write in this binding margin



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

Name of company

For official use

M 8 2 3

Company number

82051

EAGLE STAR INSURANCE COMPANY

Limited*

Date and description of the instrument creating or evidencing the mortgage or charge (note 1)

9th November 1959

Mortgage

25th May 1960

Mortgage

Amount owing on security of the mortgage or charge £480,000.00

Names, addresses and descriptions of the mortgagees or persons entitled to the mortgage or charge

LEGAL & GENERAL ASSURANCE SOCIETY LIMITED,

FITZROY HOUSE, 355 EUSTON ROAD, LONDON. NW1 3AG

Short particulars of the property mortgaged or charged

Leasehold property known as Old Change House, 2 to 6 Cannon Street, London, E.C.4. registered under Title Number LN195627

Continue overleaf as necessary

Presenter's name, address and reference (if any):

SIMMONS & SIMMONS
14 Dominion Street,
London. EC2M 2RJ

Ref: 2c/Y.8220/SRE

For official use

Mortgage section

REGISTERED

08 JUL 1981



Time critical reference

13/8

Short particulars of the property mortgaged or charged (continued)

Please do not
write in this
binding margin

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

Date of the acquisition of the property 30th January 1981

Signed [Signature] Date 8th July, 1981.

Designation of position in relation to the company Solicitors

Notes

- 1 A description of the instrument, eg, "Trust Deed", "Debenture", etc. as the case may be, should be given.
- 2 A copy of the instrument, certified as prescribed in paragraph 6 of the Companies (Forms) Order 1979, must be delivered with these particulars to the Registrar of Companies within 21 days after the date of the completion of the acquisition of the property which is subject to the mortgage or charge or, if the property is situate and the charge was created outside Great Britain, twenty-one days after the date on which the copy of the instrument could in due course of post, and if despatched with due diligence have been received in the United Kingdom.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

I hereby certify that a mortgage or charge for the sum of £ 480,000—

secured on property acquired by **EAGLE STAR INSURANCE COMPANY LIMITED**

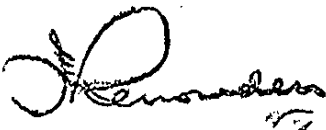
on the **30th January 1981**

was registered pursuant to section 97 of the Companies Act, 1948, on

the **8th July 1981**

Given under my hand at Cardiff the **2 SEP 1981**

No. **82051**


J. RENOWDEN
Assistant Registrar of Companies

Certificate and instrument received by
Simmons & Simmons,
14, Dominian Street,
London EC2M 2RJ

Date **9. 9. 81**

C.69b

THE COMPANIES ACTS 1948 TO 1981

M824 mort SW

Particulars of a mortgage or charge

Pursuant to section 95 of the Companies Act 1948

Please do not
write in this
binding margin

For official use

Company number

M825

82051



Name of company

Please complete
legibly, preferably
in black type,
or bold block
lettering*delete if
inappropriate

EAGLE STAR INSURANCE COMPANY LIMITED LTD.

Limited*

Date and description of the instrument creating or evidencing the mortgage or charge (note 2)

Standard Security dated 1st day of July 1985

Presented for Registration - Scotland on the 8-7-85.

Amount due or owing on the mortgage or charge

One Hundred Million Pounds and all other sums due from Eagle Star Holdings PLC to the mortgagee pursuant to a Loan Agreement made the 1st day of July 1985 between Eagle Star Mortgages Limited (1) Eagle Star Holdings PLC (2) B.A.T Industries p.l.c. (3) and Eagle Star Insurance Company Limited Eagle Star Properties Limited Blankdean Limited Latinhurst Limited and Ashdale Land & Property Company Limited (4)

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

Eagle Star Mortgages Limited of 1 Threadneedle Street
London EC2R8 BE.

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

SIMMONS & SIMMONS,
14 Dominion Street,
London, EC2M 2RJ.

Ref: 2a/P23091/AF

For official use
Mortgage section

Post room

REGISTERED

16 JUL 1985



Time critical reference

Short particulars of all the property mortgaged or charged

Please do not
write in this
binding margin

(1) 15/17 Blythswood Square, Glasgow, Scotland.

(2) 25 St. Andrew Square, Edinburgh, Scotland.

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

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

Signed *Sumner Sumner* Date 12th July 1985

Designation of position in relation to the company Solicitors to the Company

Notes

- 1 The original instrument creating or evidencing the charge, together with this form, must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 95 (1)). 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 or copy instrument could in due course of post, and if despatched with due diligence, have been received in the United Kingdom (section 95 (3)). A copy of the instrument creating the charge will be accepted where the property charged and the charge so created are both outside the United Kingdom (section 95 (3)) and in such cases the copy must be verified as a true copy under the seal of the Company or under the hand of some person interested therein otherwise than on behalf of the company. A copy will also be accepted where section 95 (5) applies and form M47c 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 subscribing or agreeing to subscribe, whether absolutely or conditionally, or 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.

THE COMPANIES ACTS 1948 TO 1976

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

Pursuant to section 95(5) of the Companies Act 1948

47c

Please do not write in this binding margin



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

Company number

82051

Name of company

EAGLE STAR INSURANCE COMPANY

Limited*

*delete if inappropriate

*delete as appropriate

[I][We]† MESSRS. RUSSELL & DUNCAN

*This certificate must be given by a director or secretary of the company or by a person interested in the charge otherwise than on behalf of the company or by a solicitor acting on behalf of the company or of some other person so interested as aforesaid. The capacity in which the certificate is given must be stated

of 15 Blytheswood Square, Glasgow G2 4AH

being† Solicitors to the Company

hereby certify that the charge\$ dated the first day of July 1985 made between the Company of the one part and Eagle Star Mortgages Limited of the other part

of which a true copy is annexed hereto was presented for registration on 10th July 19 85 at the General Register of Sasines, Edinburgh

\$Give date and parties to charge

State description and situation of office of registration (Court of Sasines Scotland) or (The Deeds Registry Northern Ireland)

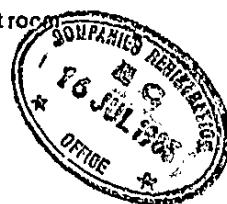
Signed† Russell & Duncan

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

Russell & Duncan
15 Blytheswood Square
Glasgow G2 4AH

For official use
Mortgage section

Post room





CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a Standard Security which was presented for registration in Scotland on the 10th July 1985 and created by EAGLE STAR INSURANCE COMPANY LTD for securing £100,000,000 and all other moneys due or to become due from Eagle Star Holdings PLC to the Chargee pursuant to a Loan Agreement dated 1st July 1985 was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 16th July 1985

Given under my hand at the Companies Registration Office,
Cardiff the -7 AUG 1985

No. 82051

C T Zollock

an authorised officer

Certificate and instrument received by

Date

C.69d (Rev)

M

THE COMPANIES ACTS 1948 TO 1981

2

47

Particulars of a mortgage or charge

Pursuant to section 95 of the Companies Act 1948

M195/16 JUL / LN

Please do not
write in this
binding margin

For official use

Company number

M 8 2 6

82051



Name of company

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

*delete if
inappropriate

EAGLE STAR INSURANCE COMPANY

Limited*

Date and description of the instrument creating or evidencing the mortgage or charge (note 2)

Mortgage dated 1st July, 1985 between Eagle Star Insurance Company Limited and Eagle Star Mortgages Limited

Amount due or owing on the mortgage or charge

All monies which shall for the time being be owing and unpaid by Eagle Star Holdings plc and B.A.T. Industries plc to the Mortgagee under a Loan Agreement made the 1st day of July 1985 between Eagle Star Mortgages Limited (1) and Eagle Star Holding plc (2) B.A.T. Industries p.l.c. (3) and Eagle Star Insurance Company Limited Eagle Star Properties Limited Blankdean Limited Latinhurst Limited and Ashdale Land & Property Co.Ltd. subject to the limit imposed by the terms of Clause 5(c) of the Mortgage

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

Eagle Star Mortgages Limited of 1 Threadneedle Street,

London EC2R 8BE

Presenter's name, address and
reference (if any):

Simmons & Simmons,
14 Dominion Street,
London, EC2M 2RJ

Ref: 2a/D23091/AF

For official use
Mortgage section

Post room

16
7

REGISTERED

16 JUL 1985



Time critical reference



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

Eagle Star House, Bourke Street, Melbourne, Victoria,
Australia (the land in Certificate of Title Volume 5962
Folio 244, Offices of Titles, Victoria)

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

Signed *Simon Simon* Date 19 July 1985
Designation of position in relation to the company Solicitors to the Company and
the Mortgagees

Notes

- 1 The original instrument creating or evidencing the charge, together with this form, must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 95 (1)). 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 or copy instrument could in due course of post, and if despatched with due diligence, have been received in the United Kingdom (section 95 (3)). A copy of the instrument creating the charge will be accepted where the property charged and the charge so created are both outside the United Kingdom (section 95 (3)) and in such cases the copy must be verified as a true copy under the seal of the Company or under the hand of some person interested therein otherwise than on behalf of the company. A copy will also be accepted where section 95 (5) applies and form M47c 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 subscribing or agreeing to subscribe, whether absolutely or conditionally, or 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.



CF

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

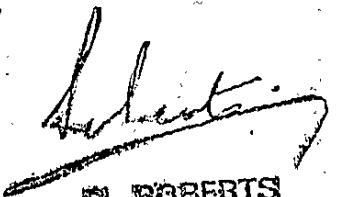
Pursuant to section 401(2) of the Companies Act 1985

I hereby certify that a mortgage or charge dated the 1st July 1985 and created by EAGLE STAR INSURANCE COMPANY LIMITED for securing all moneys due or to become due from Eagle Star Holdings plc and B.A.T. Industries plc to the Chargee under the terms of a Loan Agreement dated 1st July 1985

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 16th July 1985

Given under my hand at the Companies Registration Office,
Cardiff the -7 AUG 1985

No. 82051


D. ROBERTS

an authorised officer

Certificate and instrument received by


.....

.....

Date 9-8-85

.....

C.69

M

Particulars of a mortgage or charge

Pursuant to section 95 of the Companies Act 1948

Please do not
write in this
binding margin

S/A
470852
385823
1689850
1408192

M 202 / 11 JUL / LN

For official use

Company number

M 8 2 4

82051

Name of company

EAGLE STAR INSURANCE COMPANY

Limited*

Date and description of the instrument creating or evidencing the mortgage or charge (note 2)

Mortgage dated the first day of July 1985

Amount due or owing on the mortgage or charge

One hundred million pounds and all other sums due from Eagle Star Holdings PLC to the mortgagee pursuant to an Agreement made the 1st day of July 1985 between Eagle Star Mortgages Limited (1) Eagle Star Holdings PLC (2) B.A.T Industries p.l.c. (3) and the charging subsidiaries therein named (4)

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

EAGLE STAR MORTGAGES LIMITED of 1 Threadneedle Street

London EC2R 8BE

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

Simmons & Simmons
14 Dominion Street
London EC2

(Ref. 2a/D.23091/AF)

REGISTERED

Mortgage section

11 JUL 1985

COMPANIES

11 JUL 1985

REGISTRAR'S OFFICE

Post room

29
11.7.85



Time critical reference

Short particulars of all the property mortgaged or charged

Please do not
write in this
binding margin



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

- The freehold properties known as :
- (1) 1-4 Threadneedle Street, 19/20/21 Finch Lane and 2 Royal Exchange Avenue London EC2 (registered at H.M. Land Registry under Title No. NGL9770)
 - (2) 229/301 High Street, Sutton, Surrey. (SGL302686)
 - (3) Parsons House, Kew Bridge Road, Chiswick (MX359035)
 - (4) 217/233 Kings Road and 15 Norwood Road, Reading, Berks. (BK13124)
 - (5) Eagle Star House, Fenkle Street, Newcastle-upon Tyne (TY74937)
 - (6) 113 Queens Road, Brighton, East Sussex (unregistered land)
 - (7) 114/117 Queens Road, Brighton, East Sussex (SXL30605, SXL38404, SXL24665)
 - (8) 125/131 The Headrow, Leeds, West Yorkshire (unregistered land)
 - (9) 39/47 Bridge Street, Northampton (NN45397)
 - (10) Oriel House, Oriel Road, Cheltenham, Gloucestershire (GR14011)
 - (11) 102/108 Park Lane, Croydon (SY226906, SY48601, SY66496)
 - (12) 19/21 Crawford Street and 1, 2 and 2A Durweston Street, London W1 (NGL120251)
 - (13) 15A London Road, Maidstone, Kent (K386735)
 - (14) 7/9 Friars Lane and 2a, 4, 6 and 8 Greyfriars, Leics. (unregistered land)
 - (15) 74/75 Lemon Street, Truro, Cornwall (unregistered land)
 - (16) 1/4 Market Place, Hull, North Humberside (unregistered land)
- The leasehold properties known as :
- (1) 126 Hagley Road, Birmingham, West Midlands (WM233077)
 - (2) Eagle Star House, Parkway and 217/218 Moulsham Street, Chelmsford (unregistered)
 - (3) Premises at George Place, Plymouth

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

Signed *[Signature]* Date 10th July 1985
Designation of position in relation to the company Joint Secretary

Notes

- 1 The original instrument creating or evidencing the charge, together with this form, must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 95 (1)). 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 or copy instrument could in due course of post, and if despatched with due diligence, have been received in the United Kingdom (section 95 (3)). A copy of the instrument creating the charge will be accepted where the property charged and the charge so created are both outside the United Kingdom (section 95 (3)) and in such cases the copy must be verified as a true copy under the seal of the Company or under the hand of some person interested therein otherwise than on behalf of the company. A copy will also be accepted where section 95 (5) applies and form M47c 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 subscribing or agreeing to subscribe, whether absolutely or conditionally, or 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.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 1st July 1985
and created by EAGLE STAR INSURANCE COMPANY LIMITED for securing
£100,000,000 and all other moneys due or to become due from Eagle Star
Holdings PLC to the Chargee pursuant to the Loan Agreement dated 1st July
1985

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 11th July 1985

Given under my hand at the Companies Registration Office,
Cardiff the 24 JUL 1985

No. 82051

H. A. Jelliman

H. A. JELLIMAN

an authorised officer

Certificate and instrument received by

[Signature]
Date 25.7.85

C.69



THE COMPANIES ACTS 1948 TO 1981

Memorandum of (1) partial payment or satisfaction of mortgage or charge (2) release of part of property or undertaking from mortgage or charge

MS 348 / 23 Jan / ct

492

Please do not write in this binding margin

For official use

Company number

M 18 12 7

82051

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

Name of company

Eagle Star Insurance Company

Limited*

*delete if inappropriate

Particulars to be verified

†A description of the instrument(s) creating or evidencing the charge, eg 'Mortgage', 'Charge', 'Debenture' etc, with the date thereof should be given.

‡Insert brief details of property

§The date of registration may be confirmed from the certificate of registration and (except in the case of a series of debentures) from the registration stamp affixed to the instrument(s) registered.

*delete as appropriate

For verification see overleaf

The above-named company hereby gives notice that with respect to the registered charge being [† Legal Charge] dated 4th February 19 66 *]
[a series of Debentures authorised by resolution dated 19 *]
secured on property ‡ The Red Lion Public House, 31 Houndsditch and 17 & 18 Bevis Marks, London, EC3 of which particulars were registered with the Registrar of Companies on § 24th April 19 81, [the debt for which the charge was given was partly paid or satisfied to the extent of £37,500] ¶ [and] ¶ [part of the property or undertaking charged was released from the charge] ¶ on 1st August 19 85 [Short particulars of property or undertaking no longer charged:]

The above-named company hereby gives notice that with respect to the registered charge being [†] dated 19 *]
[a series of Debentures authorised by resolution dated 19 *]
secured on property ‡ of which particulars were registered with the Registrar of Companies on § 19, [the debt for which the charge was given was partly paid or satisfied to the extent of] ¶ [and] ¶ [part of the property or undertaking charged was released from the charge] ¶ on 19 [Short particulars of property or undertaking no longer charged:]

Presenter's name, address and reference (if any):

D.R. Woodward Esq.,
1 Threadneedle Street,
London, EC2

Time critical reference

For official use

Mortgage section

REGISTERED

16 JAN 1986

Post room



The above-named company hereby gives notice that with respect to the registered charge being
[+ _____ dated _____ 19 ____*]
[a series of Debentures authorised by resolution dated _____ 19 ____*]
secured on property + _____
_____ of which particulars were registered with the Registrar
of Companies on \$ _____ 19 ____* [the debt for which the charge was given was
partly paid or satisfied to the extent of _____] [and] [part of the property or undertaking
charged was released from the charge] on _____ 19 ____ [Short particulars of property or
undertaking no longer charged: _____]

Please do not
write in this
binding margin

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

*delete if
inappropriate

+A description of
the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc,
with the date
thereof should
be given.

†Insert brief
details of
property

§The date of
registration may
be confirmed
from the
certificate of
registration and
(except in the
case of a series
of debentures)
from the
registration
stamp affixed to
the instrument(s)
registered.

‡delete as
appropriate

insert number
of charges

Declaration verifying above particulars relating to a registered mortgage or charge

Pursuant to section 100 of the Companies Act 1948 as amended by the Companies Act 1976

Name of company

Eagle Star Insurance Company

Limited*

We, JOSEPH SZEREMETA

of 1 Threadneedle Street, London, EC2

and DAVID ARTHUR LANCASTER

of 1 Threadneedle Street, London, EC2

a director of the above-named company

Joint

the secretary thereof, do solemnly and sincerely declare that the particulars relating to
the one charges entered above are true to the best of our knowledge, information
and belief. And we make this solemn declaration conscientiously believing the same to be
true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at 1 Threadneedle Street,
London, EC2

the 15th day of January one
thousand nine hundred and eighty-six

before me *[Signature]*
A Commissioner for Oaths**

Declarants sign here

[Signature]
(D.A. LANCASTER)

[Signature]
(J. SZEREMETA)

**or Notary Public
or Justice of the
Peace or
Solicitor having
the powers
conferred on a
Commissioner
for Oaths



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M

THE COMPANIES ACTS 1948 TO 1981

Memorandum of complete satisfaction
of mortgage or charge

49

Please do not
write in this
binding margin

For official use

Company number

M 8 2 8

82051

Name of company

Eagle Star Insurance Company

Limited*

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

*delete if
inappropriate

†A description of
the instrument(s)
creating or
identifying the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc,
with the date
thereof should
be given.

‡Insert brief
details of
property

§The date of
registration may
be confirmed
from the
certificate of
registration and
(except in the
case of a series
of debentures)
from the
registration
stamp affixed to
the instrument(s)
registered.

For verification
see overleaf

Particulars to be verified

The above-named company hereby gives notice that with respect to the registered charge being
[† Mortgage dated 9th November 19 59 *] [a series of Debentures
authorised by resolution dated 19 ____ *] secured on property ‡
Old Change House, 2/6 Cannon Street, London, EC4
of which particulars were registered with the Registrar of Companies on § 8th July
19 81 the debt for which the charge was given was wholly paid or satisfied on
18th April 19 85

~~The above-named company hereby gives notice that with respect to the registered charge being
[† Mortgage dated 25th May 19 60 *] [a series of Debentures
authorised by resolution dated 19 ____ *] secured on property ‡
Old Change House, 2/6 Cannon Street, London, EC4
of which particulars were registered with the Registrar of Companies on § 8th July
19 81 the debt for which the charge was given was wholly paid or satisfied on
18th April 19 85~~

Presenter's name, address and
reference (if any):

D.R. Woodward Esq.,
1 Threadneedle Street,
London, EC2

For official use
Mortgage section

Post room

REGISTERED

14 FEB 1986

Time critical reference



The above-named company hereby gives notice that with respect to the registered charge being
[] dated 19 [] [a series of Debentures
authorised by resolution dated 19 [] secured on property
of which particulars were registered with the Registrar of Companies on
19 [] the debt for which the charge was given was wholly paid or satisfied on 19 []

write in this
binding margin

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

*Delete if
inappropriate

†A description of
the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc,
with the date
thereof should
be given.

‡Insert brief
details of
property

§The date of
registration may
be confirmed
from the
certificate of
registration and
(except in the
case of a series
of debentures)
from the
registration
stamp affixed to
the instrument(s)
registered.

Declaration verifying above particulars relating to a registered mortgage or charge

Pursuant to section 100 of the Companies Act 1948 as amended by the Companies Act 1976

Name of company

Eagle Star Insurance Company

Limited*

We, JOSEPH SZEREMETA

of 1 Threadneedle Street, London, EC2

a director of the above-named company

and DAVID ARTHUR LANCASTER

of 1 Threadneedle Street, London EC2

Joint
the/secretary thereof, do solemnly and sincerely declare that the particulars relating to
the two charges entered above are true to the best of our knowledge, information
and belief. And we make this solemn declaration conscientiously believing the same to be
true and by virtue of the provisions of the Statutory Declarations Act 1835.

¶Insert number
of charges

Declared at 1 Threadneedle Street,
London EC2R 8BE

the 15th day of January one
thousand nine hundred and eighty-six

before me

A Commissioner for Oaths**

Declarants sign here

D Lancaster
(D. A. LANCASTER)

J Szeremeta
(J. SZEREMETA)

**or Notary Public
or Justice of the
Peace or
Solicitor having
the powers
conferred on a
Commissioner
for Oaths



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M

COMPANIES FORM No. 395

395**Particulars of a mortgage or charge**

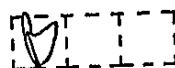
Pursuant to section 395 of the Companies Act 1985

M179/21 JUL 87

Please do not
write in
this marginPlease 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



82051

Name of company

* EAGLE STAR INSURANCE COMPANY LIMITED

Date of creation of the charge

20th July 1987

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

SECOND SUPPLEMENTAL MORTGAGE

Amount secured by the mortgage or charge

One hundred million pounds and all other sums due from Eagle Star Holdings PLC to the mortgagee (Eagle Star Mortgages Limited) pursuant to an Agreement made the 1st day of July 1985 between Eagle Star Mortgages Limited (1) Eagle Star Holdings PLC (2) B.A.T. Industries p.l.c. (3) and the charging subsidiaries therein named (4)

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

EAGLE STAR MORTGAGES LIMITED

1 THREADNEEDLE STREET

LONDON

Postcode

EC2R 8BE

Presentor's name, address and
reference (if any):SIMMONS & SIMMONS
14 DOMINION STREET
LONDON EC2M 2RJ

(Ref. 2a/F69362/AF)

Time critical reference

For official use
Mortgage section**REGISTERED**

21 JUL 1987

Post room



Short particulars of all the property mortgaged or charged

1. Freehold property known as 19 Waterloo Road, Wolverhampton West Midlands (registered under Title No. SF45378)
2. Freehold property known as 213 Kings Road, Reading, Berkshire (registered under Title No. BK98878).
3. Freehold premises known as 215 Kings Road, Reading, Berkshire (registered under Title No. BK89185)
4. Freehold premises known as Eagle Star House and Eagle Lodge, Bath Road, Cheltenham (registered under Title No. GR15169)
5. Freehold premises known or formerly known as "Fairholme" Montpellier Drive, Cheltenham, Glos.
6. Freehold premises formerly known as Phoenix Lodge and now known as Star Lodge, Montpellier Drive, Cheltenham, Glos.

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)

Signed

Date 20th July 1987

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.

Page 2



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoot Street, London SE1 5TS

1985 Edition
11.85 F5826
5010503

Companies M395



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 20th July 1987
and created by EAGLE STAR INSURANCE COMPANY LIMITED for securing
£100,000,000.00 and all other moneys due or to become due from the
Company to Eagle Star Mortgages Limited

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 21st July 1987

Given under my hand at the Companies Registration Office,
Cardiff the

27 JUL 1987.

No. 82051

C.T. Pollock
C.T. POLLOCK

an authorised officer

Certificate and instrument received by

..... *LC*

.....

Date *30/7*

C.69

M

Please do not
write in
this margin

COMPANIES FORM NO. 395

395**Particulars of a mortgage or charge**

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

Name of company

[B][I][T][T][T][T]

82051

* **EAGLE STAR INSURANCE COMPANY LIMITED**

Date of creation of the charge

15th November 1988

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

THIRD SUPPLEMENTAL MORTGAGE

Amount secured by the mortgage or charge

£100,000,000.00 and all other sums due from Eagle Star Holdings PLC to the Mortgagee pursuant to an Agreement made the 1st day of July 1985 between Eagle Star Mortgages Limited (1) Eagle Star Holdings PLC (2) B A T Industries p.l.c. (3) and the Charging Subsidiaries therein named (4)

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

Eagle Star Mortgages Limited**1 Threadneedle Street****London**

Postcode

EC2R 8BE

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

*The company*For official use
Mortgage Section

Post room

25 NOV 1988

Time critical reference

Short particulars of all the property mortgaged or charged

Please do not
write in
this margin

- (1) 21 Brunswick Place, Southampton
- (2) Eagle Star House, 37 Division Street and 28, 30
32 and 34 Carver Street, Sheffield (registered at
H.M. Land Registry under Title Number YWE17780)

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

Particulars as to commission allowance or discount (note 3)

Signed

D. H. L. L. J.

Date

24.11.1988

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.

Page 2



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoth Street, London SE1 5TS

1985 Edition
11.85 F5826
5010503

Companies M395



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 15th November 1988 and created by EAGLE STAR INSURANCE COMPANY LIMITED for securing £100,000,000 and all other moneys due or to become due from the Company to Eagle Star Mortgages Limited under the terms of a Principal Mortgage dated 1st July 1985 and this Charge

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 25th November 1988

Given under my hand at Companies Registration Office,
Cardiff the

- 6 DEC 1988

P. T. Harrington

P. T. HARRINGTON
an authorised officer

No. 82051

Certificate and instrument received by

Post KB

Date 8.12.88



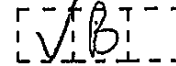
Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

Please do not
write in
this marginPlease 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



82051

Name of company

* EAGLE STAR INSURANCE COMPANY LIMITED

Date of creation of the charge

20th December 1991

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

FOURTH SUPPLEMENTAL MORTGAGE

Amount secured by the mortgage or charge

[One hundred million pounds and] all other sums due from Eagle Star Holdings PLC to Eagle Star Loans Limited pursuant to an Agreement made 1st July 1985 between (1) Eagle Star Loans Limited (then known as Eagle Star Mortgages Limited) (2) Eagle Star Holdings PLC (3) BAT Industries plc (4) Eagle Star Insurance Company Limited, Eagle Star Properties Limited, Blankdean Limited Latinhurst Limited Ashdale Land and Property Company Limited

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

EAGLE STAR LOANS LIMITED

60 St. Mary Axe, London

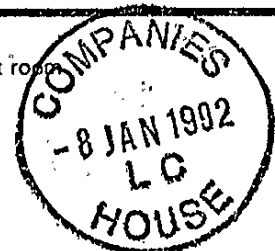
Postcode EC3A 8JQ

Presentor's name, address and
reference (if any):SIMMONS & SIMMONS
14 DOMINION STREET
LONDON EC2M 2RJ
Ref: 2L56014GADFor official use
Mortgage section

REGISTERED

- 8 JAN 1992

Post room



Time critical reference

All that the beneficial interest of Eagle Star Insurance Company Limited in the leasehold property at 56-60 St. Mary Axe, 26-30 Bevis Marks and 8-9 Goring Street City of London registered at H.M. Land Registry under Title No. NGL665092, such beneficial interest comprising the Company's Fifty per cent share in the net proceeds of sale and the net rents and profits until sale and all other the interest of the Company under the trusts affecting the property

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)

Signed



Date

8th January 1992

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

*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


I hereby certify that a mortgage or charge dated the 20th DECEMBER 1991
and created by EAGLE STAR INSURANCE COMPANY LIMITED

for securing all moneys due or to become due from EAGLE STAR HOLDINGS PLC
to EAGLE STAR LOANS LIMITED PURSUANT TO AN AGREEMENT DATED 1 JULY 1985

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 8th JANUARY 1992

Given under my hand at the Companies Registration Office,
Cardiff the 17th JANUARY 1992

No. 82051


RICHARD OWENS
an authorised officer

C.69

LC
16.1.92

M**Particulars of a mortgage or charge****395**Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

10

S/A 20THERS

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

To the Registrar of Companies

For official use

M94

Company number

U

[] [] [] []

82051

K

Name of company

* EAGLE STAR INSURANCE COMPANY LIMITED

* insert full name
of company

Date of creation of the charge

31ST DECEMBER 1991

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

LEGAL MORTGAGE

Amount secured by the mortgage or charge

All the principal interest and other monies payable under
the Loan Agreement dated 31st December 1991 and made between
(1) Eagle Star Insurance Limited (2) Eagle Star Holdings plc
(3) Eagle Star Insurance Company Limited (4) Arle Centre
Limited and (5) British American Tobacco Company Limited
and under the Deed of Mortgage

69

£100,000,000

E Eagle Star Holdings plc to

under the Loan Agreement dated 31/12/91 and/or under this

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

Legal Mortgage

Eagle Star Loans Limited, 60 St Mary Axe, London EC3A 8JQ

Postcode

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

Simmons & Simmons
14 Dominion Street
London EC2M 2RJ

Ref: 5/L56014/RXH

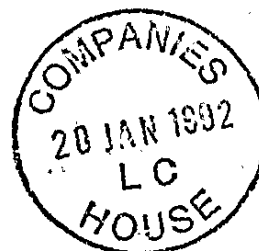
Time critical reference

For official Use
Mortgage Section

Post room

REGISTERED

20 JAN 1992



211

Short particulars of all the property mortgaged or charged

Please do not
write in
this margin

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

Property	Tenure	Title No
The Grange Bishop's Cleeve Tewesbury Gloucestershire	Leasehold (999 years from 24 June 1889)	GR 124511
Arle Centre Cheltenham Gloucestershire	Leasehold (25 years from 29 September 1987)	GR 114576

(together with all buildings and other erections fixed plant machinery and fixtures (other than tenants' or trade fixtures) thereon subject to and with the benefit of all agreements leases tenancies rights licences covenants and conditions affecting the same

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Date

20.1.92

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

I hereby certify that a mortgage or charge dated the 31st DECEMBER 1991
and created by EAGLE STAR INSURANCE COMPANY LIMITED

for securing £100,000,000.00 and all other moneys due or to become due
from EAGLE STAR HOLDINGS PLC to EAGLE STAR LOANS LIMITED UNDER THE LOAN
AGREEMENT DATED 31st DECEMBER 1991 AND/OR UNDER THIS LEGAL MORTGAGE

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 20th JANUARY 1992

Given under my hand at the Companies Registration Office,
Cardiff the 24th JANUARY 1992

No. 82051

A handwritten signature in dark ink, appearing to read 'P. Davies'.

PHIL DAVIES

an authorised officer

C.69

LC.
Jan. 1. 92



Particulars of a mortgage or charge

20/10/92

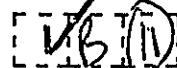
Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number

M14
82051

Name of company

* EAGLE STAR INSURANCE COMPANY LIMITED

*Insert full name
of company

Date of creation of the charge

9th October 1992

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

FIFTH SUPPLEMENTAL MORTGAGE

Amount secured by the mortgage or charge

One hundred million pounds and all other sums due from Eagle Star Holdings PLC to Eagle Star Loans Limited pursuant to an Agreement made 1st July 1985 between (1) Eagle Star Loans Limited (then known as Eagle Star Mortgages Limited) (2) Eagle Star Holdings PLC (3) BAT Industries plc (4) Eagle Star Insurance Company Limited, Eagle Star Properties Limited, Blankdean Limited, Latinhurst Limited Ashdale Land and Property Company Limited

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

EAGLE STAR LOANS LIMITED

60 St. Mary Axe, London

Postcode EC3A 8JQ

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

SIMMONS & SIMMONS
14 DOMINION STREET
LONDON EC2M 2RJ
Ref: 2L82084GAD

For official use
Mortgage section

REGISTERED

20 OCT 1992

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

All that the beneficial interest of Eagle Star Insurance Company Limited in the leasehold property at 58-60 Houndsditch and Bunge House 54A, 55A, 56A and 57 Houndsditch, 65-73 St. Mary Axe and 21-23 Camomile Street, City of London registered at H.M. Land Registry under Title No. NGL641630, such beneficial interest comprising the Company's Fifty per cent share in the net proceeds of sale and the net rents and profits until sale and all other the interest of the Company under the trusts affecting the property

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)

Signed

Sumit Kumar

Date

19 October 1992

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 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 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 situated 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.

Page 2



The Solicitors' Law Stationery Society plc, Paulton House, 9 Shepherdess Walk, London N1 7LB

1985 Edition

5.89 F8728

5010503

Companies M395

THIS AGREEMENT is made the First day of
_____ July 1985

BETWEEN:

- (1) EAGLE STAR MORTGAGES LIMITED a company incorporated in England under number 1913303 whose registered office is at 1 Threadneedle Street, London EC2R 8BE ("the Lender")
- (2) EAGLE STAR HOLDINGS PLC a company incorporated in England under number 1416463 whose registered office is at 1 Threadneedle Street aforesaid ("the Borrower")
- (3) B.A.T INDUSTRIES p.l.c. a company incorporated in England under number 233112 whose registered office is at Windsor House, 50 Victoria Street, London SW1H 0NL ("the Guarantor") and
- (4) THE SEVERAL COMPANIES named in the First Schedule (together "the Charging Subsidiaries").

WHEREAS:

- (A) The Lender has agreed to lend to the Borrower and the Borrower has agreed to borrow the sum of £100,000,000 upon the terms of this Agreement.
- (B) In consideration of the Lender agreeing to enter into this Agreement and to lend the said sum to the Borrower the Guarantor has agreed to guarantee the obligations of the Borrower and the Charging Subsidiaries have agreed to give the covenants on their part hereinafter contained.
- (C) Subject as hereinafter provided the Loan is to be secured by charges on certain properties owned by the



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 9th OCTOBER 1992
and created by EAGLE STAR INSURANCE COMPANY LIMITED

for securing £1,000,000,000.00 and all other moneys due or to become due
from EAGLE STAR HOLDINGS PLC to EAGLE STARS LOANS LIMITED PURSUANT TO AN
AGREEMENT MADE 1 JULY 1985

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 20th OCTOBER 1992

Given under my hand at the Companies Registration Office,
Cardiff the 23rd OCTOBER 1992

No. 82051

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

R. JAMES
an authorised officer

C.69

16
23/10
161



Please do not
write in
this margin

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

20/10/92

395

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

*Insert full name
of company

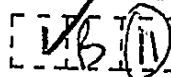
To the Registrar of Companies

For official use

Company number

M14

Name of company



82051

* EAGLE STAR INSURANCE COMPANY LIMITED

Date of creation of the charge

9th October 1992

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

FIFTH SUPPLEMENTAL MORTGAGE

Amount secured by the mortgage or charge

One hundred million pounds and all other sums due from Eagle Star Holdings PLC to Eagle Star Loans Limited pursuant to an Agreement made 1st July 1985 between (1) Eagle Star Loans Limited (then known as Eagle Star Mortgages Limited) (2) Eagle Star Holdings PLC (3) BAT Industries plc (4) Eagle Star Insurance Company Limited, Eagle Star Properties Limited, Blankdean Limited, Latinhurst Limited Ashdale Land and Property Company Limited

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

EAGLE STAR LOANS LIMITED

60 St. Mary Axe, London

Postcode EC3A 8JQ

Presenter's name, address and
reference (if any):

SIMMONS & SIMMONS
14 DOMINION STREET
LONDON EC2M 2RJ
Ref. 2L82084GAD

For official use
Mortgage section

REGISTERED

20 OCT 1992

Post room



Time critical reference

Particulars as to commission allowance or discount (note 3)

Sumit Kumar

19. October 2022

*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.

- Page 2

THIS AGREEMENT is made the First day of
_____ July 1985

B E T W E E N:

- (1) EAGLE STAR MORTGAGES LIMITED a company incorporated in England under number 1913303 whose registered office is at 1 Threadneedle Street, London EC2R 8BE ("the Lender")
- (2) EAGLE STAR HOLDINGS PLC a company incorporated in England under number 1416463 whose registered office is at 1 Threadneedle Street aforesaid ("the Borrower")
- (3) B.A.T INDUSTRIES p.l.c. a company incorporated in England under number 233112 whose registered office is at Windsor House, 50 Victoria Street, London SW1H 0NL ("the Guarantor") and
- (4) THE SEVERAL COMPANIES named in the First Schedule (together "the Charging Subsidiaries").

W H E R E A S:

- (A) The Lender has agreed to lend to the Borrower and the Borrower has agreed to borrow the sum of £100,000,000 upon the terms of this Agreement.
- (B) In consideration of the Lender agreeing to enter into this Agreement and to lend the said sum to the Borrower the Guarantor has agreed to guarantee the obligations of the Borrower and the Charging Subsidiaries have agreed to give the covenants on their part hereinafter contained.
- (C) Subject as hereinafter provided the Loan is to be secured by charges on certain properties owned by the

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 9th OCTOBER 1992
and created by EAGLE STAR INSURANCE COMPANY LIMITED

for securing £1,000,000,000.00 and all other moneys due or to become due
from EAGLE STAR HOLDINGS PLC to EAGLE STARS LOANS LIMITED PURSUANT TO AN
AGREEMENT MADE 1 JULY 1985

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 20th OCTOBER 1992

Given under my hand at the Companies Registration Office,
Cardiff the 23rd OCTOBER 1992

No. 82051

R. James

R. JAMES
an authorised officer

C.69

16
23/10
10/1

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

I hereby certify that a mortgage or charge dated the 9th OCTOBER 1992
and created by EAGLE STAR INSURANCE COMPANY LIMITED

for securing £100,000,000.00 and all other moneys due or to become due
from EAGLE STAR HOLDINGS PLC to EAGLE STAR LOANS LIMITED PURSUANT TO AN
AGREEMENT DATED 1 JULY 1985

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 20th OCTOBER 1992

Given under my hand at the Companies Registration Office,
Cardiff the 2nd NOVEMBER 1992

No. 82051

A handwritten signature in cursive script, appearing to read 'M. SAHA'.

M. SAHA

an authorised officer

C.69

M**Declaration of satisfaction
in full or in part
of mortgage or charge**

19/1

403aPlease do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

S 252 C

Please complete
legibly, preferably
in black type, or
bold block lettering* Insert full name
of company

To the Registrar of Companies

MN

For official use Company number

[B] [10]

82051

Name of company

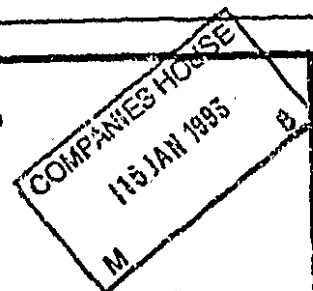
Eagle Star Insurance Company Ltd

I, JAMES ANTHONY WILTSHIRE
of 1 HILLS LANE HOUSE, RICKMANSWORTH ROAD, NORTHWOOD, MIDDLESEX HA6 2QP† Delete as
appropriate‡ Insert a
description of the
instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.§ The date of
registration may
be confirmed
from the
certificate¶ Insert brief
details of
property[Director] the secretary, [XXXXXXXXXXXX] of the above company, do
solemnly and sincerely declare that the debt for which the charge described below was given has been
paid or satisfied in [X] [part] †Date and Description of charge ‡ 31st December 1991 Legal MortgageDate of Registration § 20th January 1992Name and address of [chargee] ¶ Eagle Star Loans
Limited 60 St Mary Axe London EC3A 8JQShort particulars of property charged § The Grange Bishop's Cleeve Cheltenham
Gloucestershire Title No GR 124511 together with buildings fixtures etcAnd I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.Declared at Kempson House, Po Box 570
Canary Street, London EC3A 7AN

Declarant to sign below

the 12th day of January
one thousand nine hundred and nine three
before me 17 HendonA Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for OathsPresentor's name, address and
reference (if any):For official use
Mortgage section

Post room



M

Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985

Please do not write
in this margin

To the Registrar of Companies

For official use

Company number

✓ 12

82051

Name of company

EAGLE STAR INSURANCE COMPANY LIMITED

Date of creation of the charge

3rd MARCH 1993

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

SIXTH SUPPLEMENTAL MORTGAGE

Amount secured by the mortgage or charge

One hundred million pounds and all other sums due from Eagle Star Holdings PLC to Eagle Star Loans Limited pursuant to an Agreement made 1st July 1985 between (1) Eagle Star Loans Limited (then known as Eagle Star Mortgages Limited) (2) Eagle Star Holdings PLC (3) BAT Industries PLC (4) Eagle Star Insurance Company Limited, Eagle Star Properties Limited, Blankdean Limited, Latinhurst Limited, Ashdale Land and Property Company Limited

Name(s) and address(es) of the mortgagee(s) or person(s) entitled to the charge

EAGLE STAR LOANS LIMITED 60 ST. MARY AXE LONDON EC3A 8JQ

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

SIMMONS & SIMMONS
14 DOMINION STREET
LONDON
EC2M 2RJ

2L56014GAD

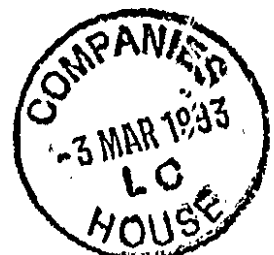
Time critical reference

For official Use
Mortgage Section

Post room

REGISTERED

-3 MAR 1993



Freehold property forming part of 1 Threadneedle Street, City of London registered at H.M. Land Registry under title Nos. NGL637707 and NGL640495 together with all buildings, plant, machinery and fixtures (other than tenant's or trade fixtures) thereon

Particulars as to commission allowance or discount

Signed



Date 3rd March 1993

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

† 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.
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 - (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 This form should be addressed to:

Mortgage Section
PO Box 716
Companies House
Crown Way
CARDIFF CF4 3YA



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

I hereby certify that a mortgage or charge dated the 3rd MARCH 1993
and created by EAGLE STAR INSURANCE COMPANY LIMITED

for securing £100,000,000.00 and all other moneys due or to become due
from the Company to EAGLE STAR LOANS LIMITED PURSUANT TO AN AGREEMENT
DATED 1 JULY 1985.

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 3rd MARCH 1993

Given under my hand at the Companies Registration Office,
Cardiff the 9th MARCH 1993

No. 82051

9/3/93
l/c
BR

R. James

R. JAMES

an authorised officer

C.69



Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985

Please do not write
in this margin

To the Registrar of Companies

For official use

Company number

✓ 12

82051 K

Name of company

EAGLE STAR INSURANCE COMPANY LIMITED

Date of creation of the charge

3rd MARCH 1993

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

SIXTH SUPPLEMENTAL MORTGAGE

Amount secured by the mortgage or charge

One hundred million pounds and all other sums due from Eagle Star Holdings PLC to Eagle Star Loans Limited pursuant to an Agreement made 1st July 1985 between (1) Eagle Star Loans Limited (then known as Eagle Star Mortgages Limited) (2) Eagle Star Holdings PLC (3) BAT Industries PLC (4) Eagle Star Insurance Company Limited, Eagle Star Properties Limited, Blankdean Limited, Latinhurst Limited, Ashdale Land and Property Company Limited

Name(s) and address(es) of the mortgagee(s) or person(s) entitled to the charge

EAGLE STAR LOANS LIMITED 60 ST. MARY AXE LONDON EC3A 8JQ

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

SIMMONS & SIMMONS
14 DOMINION STREET
LONDON
EC2M 2RJ

2L56014GAD

Time critical reference

For official Use
Mortgage Section

Post room

REGISTERED

-3 MAR 1993



Freehold property forming part of 1 Threadneedle Street, City of London
registered at H.M. Land Registry under title Nos. NGL637707 and
NGL640495 together with all buildings, plant, machinery and fixtures (other
than tenant's or trade fixtures) thereon

Particulars as to commission allowance or discount

Signed



Date 3rd March 1993

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

† Delete as
appropriate

Notes

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 - (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 This form should be addressed to:

Mortgage Section
PO Box 718
Companies House
Crown Way
CARDIFF CF4 3YA



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 3rd MARCH 1993
and created by EAGLE STAR INSURANCE COMPANY LIMITED

for securing £100,000,000.00 and all other moneys due or to become due
from the Company to EAGLE STAR LOANS LIMITED PURSUANT TO AN AGREEMENT
DATED 1 JULY 1985.

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 3rd MARCH 1993

Given under my hand at the Companies Registration Office,
Cardiff the 9th MARCH 1993

No. 82051

*Post 4/C
9.2.93
DM*

R. James

R. JAMES
an authorised officer

C.69



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 3rd MARCH 1993 and created by EAGLE STAR INSURANCE COMPANY LIMITED for securing £100,000,000.00 and all other moneys due or to become due from EAGLE STAR HOLDINGS PLC to EAGLE STAR LOANS LIMITED pursuant to an Agreement dated 1st JULY 1985

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 3rd MARCH 1993

Given under my hand at the Companies Registration Office,
Cardiff the 17th MARCH 1993

A handwritten signature in dark ink, appearing to read 'M. SAHA'.

M. SAHA

No. 82051

an authorised officer



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

M3
113

82051

Name of company

* ~~EAGLE STAR INSURANCE COMPANY LIMITED~~
(the "Chargor")

Date of creation of the charge

22nd March 1993

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

A Security Agreement made between the Chargor and Citibank, N.A. (the "Bank") dated 22nd March 1993 (the "Security Agreement")

Amount secured by the mortgage or charge

Any and all of the present or future, actual or contingent, obligations of the Obligors to the Bank under the Security Agreement or under any agreement (whether made on or before the date of the Security Agreement or at any time thereafter) between any one or more of the Obligors (or by any person with due authority for and on behalf of any one or more of the Obligors) and the Bank, pursuant to which the Bank has established, maintained, amended, renewed or substituted or arranged for the establishment, maintenance, amendment, renewal or substitution of a letter of credit, or similar or equivalent instrument.

For the purposes of the above "Obligors" means the Chargor, Home & Overseas Insurance Company Limited and The Threadneedle Insurance Company Limited.

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

Citibank, N.A., 336 Strand, London

Postcode

WC2R 1HB

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

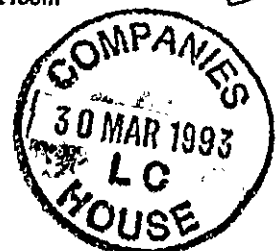
Clifford Chance
200 Aldersgate Street
London EC1A 4JJ
Ref: JRW/C1960/00812/POC

For official Use
Mortgage Section

REGISTERED

30 MAR 1993

Post room



Time critical reference

All the Chargor's right, title and interest in and to:-

- (i) all securities which are held by, to the order, for the account or under the control or direction of, the Custodian and recorded by the Custodian on its books in an account in the Chargor's name, designated as agreed in writing between the Bank and the Chargor;
- (ii) all securities which are held by any clearance system on behalf of, for the account of or to the order of the Custodian and recorded by the Custodian on its books in an account in the Chargor's name, designated as agreed in writing between the Bank and the Chargor;
- (iii) all rights, benefits and proceeds attaching to or arising from or in respect of any of the securities referred to in (i) and (ii) above; and

Continued ...

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)

NONE

Signed

Clifford Chance

Date

29th March 1993.

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.

Please do not
write in this
binding margin

Particulars of a mortgage or charge (continued)

Continuation sheet No 1
to Form No 395 and 410 (Scot)

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

Company number

82051

Name of company

EAGLE STAR INSURANCE COMPANY LIMITED

(the "Chargor")

Limited*

*delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Please do not
write in this
binding margin

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

Please do not
write in this
binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

- (iv) any of the foregoing at any time delivered, transferred or assigned by the Custodian to the Bank.

For the purposes of the above Custodian means Chemical Bank.

Note: Clause 8 of the Security Agreement contains an undertaking by the Chargor not to create, grant, extend or permit to subsist any mortgage or other fixed security or any floating charge on or over any or all of the property charged under the Security Agreement, otherwise than in favour of the Bank or with the Bank's prior consent.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 22nd MARCH 1993
and created by EAGLE STAR INSURANCE COMPANY LIMITED

for securing all moneys due or to become due from the Company to CITIBANK,
N.A. under the terms of THE SECURITY AGREEMENT OR UNDER ANY AGREEMENT

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 30th MARCH 1993

Given under my hand at the Companies Registration Office,
Cardiff the 2nd APRIL 1993

No. 82051

u/c
L. G. G. J.
Am

A handwritten signature in cursive script, appearing to read 'M. SAHA'.

M. SAHA
an authorised officer

C. 69

Particulars of a mortgage or charge *C9*

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

[1114]

82051

Name of company

* EAGLE STAR INSURANCE COMPANY LIMITED

Date of creation of the charge

31st DECEMBER 1993

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

MORTGAGE

Amount secured by the mortgage or charge

Such amount of indebtedness of Eagle Star Holdings PLC ("the borrower") to Eagle Star Loans Limited ("the mortgagee") under an agreement made 31st December 1991 between the mortgagee (1), the borrower (2), Eagle Star Insurance Company Ltd ("ESICO") (3), Arle Centre Ltd ("Arle") (4) and British-American Tobacco Ltd (5) as amended by a Deed of Amendment and Adherence made between the mortgagee (1), the borrower (2), ESICO (3), Arle (4), Latinhurst Ltd (5), Ashdale Land and Property Company Ltd (6), Eagle Star Property Developments Ltd (7) and Eagle Star Group Services Ltd (8) ^{dated 31st December 1993} as in accordance with the terms thereof is from time to time required to be secured on the mortgaged property.

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

EAGLE STAR LOANS LIMITED, 60 ST MARY AXE, LONDON EC3A 8JQ

Postcode

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

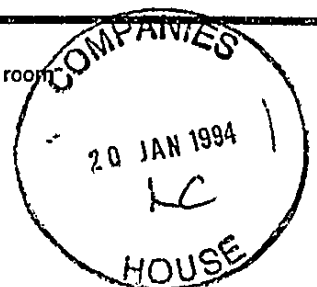
M J WEBB
SOLICITOR
60 ST MARY AXE
LONDON EC3A 8JQ

For official use
Mortgage section

REGISTERED

20 JAN 1994

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

See continuation sheets 1 to 3

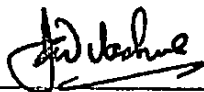
Please do not
write in
this margin

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed



SECRETARY

Date

20 January 1994

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.

Page 2

Short particulars of all the property mortgaged or charged (continuation sheet 1)

<u>Property</u>	<u>Tenure</u>	<u>Title No or date of Conveyance/Lease</u>
1/2, 3, 4 Threadneedle Street, 9/20/21 Finch Lane and 2 Royal Exchange Avenue, London EC2	Freehold	NGL 9770
299/301 High Street, Sutton, Surrey	Freehold	SY 302686
217/223 (odd) Kings Road and 15 Norwood Road Reading, Berkshire	Freehold	BK 296180
Eagle Star House Fenkle Street, Newcastle-upon-Tyne Tyne and Wear	Freehold	TY 74937
113 Queens Road, Brighton, East Sussex	Freehold	Conveyance dated 5th June 1950
No 114/5 ditto	Freehold	SX 130605
No 116 ditto	Freehold	SX 138404
No 117 ditto	Freehold	SX 124665
126 Hagley Road, Birmingham, West Midlands	Leasehold	WM 233077

Handwritten mark

Short particulars of all the property mortgaged or charged (continuation of sheet 2)

<u>Property</u>	<u>Tenure</u>	<u>Title No or date of Conveyance/Lease</u>
19 Waterloo Road Wolverhampton	Freehold	SF 45378
Eagle Star House Parkway, 217/218 Moulsham Street, Parkway, Chelmsford	Leasehold (125 years from 10th June 1972)	Lease dated 27th July 1972
125/131 The Headrow, Leeds, West Yorkshire	Freehold	Conveyance dated 15th October 1972
39/47 Bridge Street, Northampton	Freehold	NN 45397
Oriel House Oriel Road Cheltenham Gloucestershire	Freehold	GR 14011
102/108 Park Lane, Croydon	Freehold	(SY 226906 (SY 48601 (SY 66496
15A London Road, Maidstone, Kent	Freehold	K 386735

2

Short particulars of all the property mortgaged or charged (continuation sheet 3)

<u>Property</u>	<u>Tenure</u>	<u>Title No or date of Conveyance/Lease</u>
7/9 Friars Lane and 2a, 4, 6, 8 Greyfriars, Leicester	Freehold	Conveyance dated 22nd December 1920
74/75 Lemon Street Truro, Cornwall	Freehold	Conveyances dated 19th July 1963 and 21st August 1962
Arle Centre, Cheltenham, Gloucestershire	Leasehold (25 years from 29th September 1987)	GR 114576
28-34 Carver Street and 37 Division Street, Sheffield, South Yorkshire	Freehold	YWE 17780
21 Brunswick Place, Southampton, Hampshire	Freehold	Conveyance dated 28th February 1939

All that the beneficial interest of Eagle Star Insurance Company Limited in the leasehold property at 58-60 Houndsditch and Bunge House 54A, 55A, 56A and 57 Houndsditch, 65-73 St Mary Axe and 21-23 Camomile Street, City of London registered at H M Land Registry under Title No NGL641630, such beneficial interest comprising the Company's Fifty per cent share in the net proceeds of sale and the net rents and profits until sale and all other the interest of the Company under the trusts affecting the property





CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00082051

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE DATED THE 31st DECEMBER 1993 AND CREATED BY EAGLE STAR INSURANCE COMPANY LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND/OR ALL OR ANY OF THE OTHER COMPANIES NAMED THEREIN TO EAGLE STAR LOANS LIMITED UNDER THE TERMS OF AN AGREEMENT DATED 31st DECEMBER 1991 AND THE SECURITY DOCUMENTS (AS DEFINED THEREIN) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 20th JANUARY 1994.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 25th JANUARY 1994.

M. Ibrahim Dar
M. IBRAHIM DAR.

for the Registrar of Companies



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

HC026B

M

COMPANIES FORM No. 403a

**Declaration of satisfaction
in full or in part
of mortgage or charge**

01

403a

No

Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

52000

To the Registrar of Companies

For official use

Company number

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

12

82051

* Insert full name
of company

Name of company

EAGLE STAR INSURANCE COMPANY LIMITED

I, Andrew John Wainwright-Brown

of 25 Cherrington Drive, Abbeymead, Gloucester

† Delete as
appropriate

~~I, [a director] [the secretary] [the administrator] [the administrative receiver]~~ of the above company, do
solemnly and sincerely declare that the debt for which the charge described below was given has been

† Insert a
description of the
instrument(s) creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.

~~paid or satisfied in full [part] released~~

Sixth Supplemental Mortgage dated 3 March 1993

Date and Description of charge

3rd March 1993

Date of Registrations

Name and address of [chargee] ~~XXXXXX XXXX XXXX XXXX XXXX~~ Eagle Star Loans Limited
of St Mary Axe London EC3A 8JQ

§ The date of
registration may
be confirmed
from the
certificate

Short particulars of property charged: Number 1 Threadneedle Street City of London
comprised in Title Numbers NGL637707 and NGL640495

¶ Insert brief
details of
property

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

Declared at Warrington St.

Warrington St.

Warrington St.

the 16th day of January

one thousand nine hundred and ninety four

before me R. A. Light

Declarant to sign below

[Signature]

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

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

For official use

Mortgage section

REGISTERED

20 JAN 1994

Post room

COMPANIES

20 JAN 1994

HOUSE

OYEZ

The Solicitors' Law Stationery Society Ltd., Oyez House, 7 Spa Road, London SE16 3QQ

1987 Edition
7.93 F25273

M

**Declaration of satisfaction
in full or in part
of mortgage or charge**

cl

403a

9

No

Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

5196

To the Registrar of Companies

For official use

Company number

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

[] [] []

82051

* Insert full name
of company

Name of company

EAGLE STAR INSURANCE COMPANY LIMITED

I, Andrew John Wainwright-Brown

of 25 Cherrington Drive, Abbeymead, Gloucester

† Delete as
appropriate

~~[a director]~~ ~~[the secretary]~~ ~~[the administrator]~~ ~~[the administrative receiver]~~ of the above company, do

solemnly and sincerely declare that the ~~debt for which the charge described below was given~~ has been

~~paid or satisfied in full~~ **released**

‡ Insert a
description of the
instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.

Date and Description of charge: Fourth Supplemental Mortgage dated 20 December 1991

Date of Registration: 8 January 1992

Name and address of [chargee] ~~[debtor]~~ ~~[debenture holder]~~ Eagle Star Loans Limited
of St Mary Axe London EC3A 8JQ

§ The date of
registration may
be confirmed
from the
certificate

Short particulars of property charged: The Company's Beneficial Interest in the
leasehold property 56/60 St Mary Axe, 26/30 Bevis Marks and 8/9 Goring Street
City of London

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

¶ Insert brief
details of
property

Declared at Wentworth House
Belgrave St. Westminster Gros

Declarant to sign below

the 6th day of January
one thousand nine hundred and ninety two
before me [Signature]

[Signature]

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

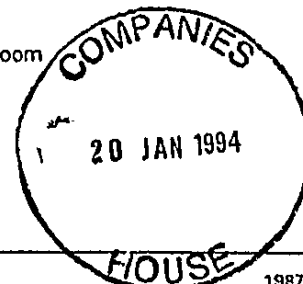
Presentor's name, address and
reference (if any):

For official use

Mortgage section
REGISTERED

20 JAN 1994

Post room



M

**Declaration of satisfaction
in full or in part
of mortgage or charge**

01

403a

No.

Please do not
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this margin

Pursuant to section 403(1) of the Companies Act 1985

51992

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

To the Registrar of Companies

For official use

Company number

8

8 2 0 5 1

* Insert full name
of company

Name of company

EAGLE STAR INSURANCE COMPANY LIMITED

I, Andrew John Wainwright-Brown

of 25 Cherrington Drive, Abbeymead, Gloucester

† Delete as
appropriate

~~a director~~ [the secretary] ~~the administrator~~ ~~the administrative receiver~~ of the above company, do
solemnly and sincerely declare that the ~~debt for which the charge described below was given~~ has been
~~paid or satisfied in full~~ **released**

† Insert a
description of the
instrument (e.g.
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.)

Date and Description of charge: Third Supplemental Mortgage dated 15 November 1988

Date of Registration: 25 November 1988

Name and address of [chargee] ~~trustee for the debenture holders~~ Eagle Star Loans Limited
(formerly Eagle Star Mortgages Limited) of 60 St Mary Axe London EC3A 8JQ

§ The date of
registration may
be confirmed
from the
certificate

Short particulars of property charged: 21 Brunswick Place Southampton
and 37 Division Street and 28-34 (evens) Carver Street Sheffield

¶ Insert brief
details of
property

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

Declared at Gloucester
25 Cherrington Drive, Abbeymead, Gloucester

Declarant to sign below

the 10th day of January
one thousand nine hundred and 1994
before me [Signature]

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

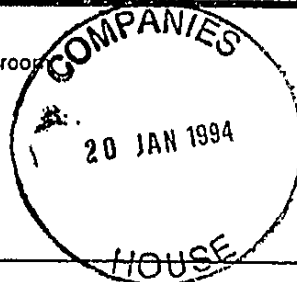
Presentor's name, address and
reference (if any):

For official use
Mortgage Section

REGISTERED

20 JAN 1994

Post room



M

COMPANIES FORM NO. 403a

**Declaration of satisfaction
in full or in part
of mortgage or charge**

403a

Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[7]

82 051

* Insert full name
of company

Name of company

EAGLE STAR INSURANCE COMPANY LIMITED

I, Andrew John Wainwright-Brown

of 25 Cherrington Drive, Abbeymead, Gloucester

† Delete as
appropriate

~~I a director [the secretary] [the administrator] [the administrative receiver]~~ of the above company, do
solemnly and sincerely declare that the ~~debt~~ for which the charge described below ~~was given~~ has been

† Insert a
description of the
instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.

~~paid or satisfied in full~~ **released**

Date and Description of charge: Second Supplemental Mortgage dated 20 July 1987

Date of Registration: 21 July 1987

Name and address of [chargee] ~~or of the debenture holders~~ Eagle Star Loans Limited
(formerly Eagle Star Mortgages Limited) of 60 St Mary Axe London EC3A 8JQ

§ The date of
registration may
be confirmed
from the
certificate

Short particulars of property charged: The six freehold properties more particularly
described in the said Second Supplemental Mortgage

¶ Insert brief
details of
property

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

Declared at Elephant & Castle
Weymouth St, Whitechapel
London E1

Declarant to sign below

the 18th day of January
one thousand nine hundred and ninety two
before me [Signature]

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

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

For official use
Mortgage section

20 JAN 1994

Post room

COMPANIES

20 JAN 1994

HOUSE

OYEZ The Solicitors' Law Stationery Society Ltd., Oyez House, 7 Spa Road, London SE16 3QQ

Companies M403a

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5010406

M

COMPANIES FORM No. 403a

**Declaration of satisfaction
in full or in part
of mortgage or charge**

403a

Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number

[4]

8 2 0 5 1

* Insert full name
of company

Name of company

EAGLE STAR INSURANCE COMPANY LIMITED

I, Andrew John Wainwright-Brown

of 25 Cherrington Drive, Abbeymead, Gloucester

† Delete as
appropriate

[director] [the secretary] [the administrator] [the administrative receiver] of the above company, do

solemnly and sincerely declare that the debt for which the charge described below was given has been

‡ Insert a
description of the
instrument(s) creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.

paid or satisfied in full **released**

Mortgage dated 1 July 1985

Date and Description of charge

Date of Registrations

11 July 1985

Name and address of [chargee] **Eagle Star Loans Limited**
(formerly Eagle Star Mortgages Limited) of 60 St Mary Axe London EC3A 8JQ

§ The date of
registration may
be confirmed
from the
certificate

Short particulars of property charged 16 freehold and 3 leasehold properties more
particularly described in the Mortgage dated 1 July 1985

¶ Insert brief
details of
property

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

Declared at **Wainwright House**
Wainwright St, Wainwright
Gloucester

Declarant to sign below

the **15th** day of **January**
one thousand nine hundred and **ninety four**
before me **[Signature]**

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

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

For official use
Mortgage Section

Post room

20 JAN 1994

20 JAN 1994

HOUSE

M

Declaration of satisfaction in full or in part of mortgage or charge

403a

Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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

[] [] [] [] [] [] [] [] [] []

82051

* Insert full name
of company

Name of company

* EAGLE STAR INSURANCE COMPANY LIMITED

I, Andrew John Wainwright-Brown
of 25 Cherrington Drive, Abbeymead, Gloucester

† Delete as
appropriate

~~[a director]~~ ~~[the secretary]~~ ~~[the administrator]~~ ~~[the administrative receiver]~~ of the above company, do
solemnly and sincerely declare that the debt for which the charge described below ~~was given~~ has been

‡ Insert a
description of the
instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.

~~paid or satisfied in full~~ ~~part~~ **released**
LEGAL MORTGAGE 31st DECEMBER 1991

Date and Description of charge: 20th JANUARY 1992

Date of Registration: 20th JANUARY 1992
Name and address of [chargee] ~~trustee for the debenture holders~~
EAGLE STAR LOANS, LIMITED, 60 ST MARY AXE, LONDON EC3A8JQ

§ The date of
registration may
be confirmed
from the
certificate

Short particulars of property charged: Leases of Arle Centre, Cheltenham (GR114576)
and The Grange, Bishop's Cleeve, Tewkesbury (GR124511)

¶ Insert brief
details of
property

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

Declared at Gloucester House
Weymouth St. Cheltenham
Gloucester

Declarant to sign below

the 15th day of January
one thousand nine hundred and ninety two
before me [Signature]

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

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

For official use
REGISTERED
FEB 1994
COMPANIES
Cardiff
Post room
FEB 1994
20 JAN 1994
HOUSE

OYEZ The Solicitors' Law Stationery Society Ltd., Oyez House, 7 Spa Road, London SE16 3QQ

Companies M403a

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M

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

To the Registrar of Companies

For official use

Company number

1511

82051

Name of company

* Eagle Star Insurance Company Limited

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

* Insert full name
of company

Date of creation of the charge

18 March 1994

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

Standard Security

Amount secured by the mortgage or charge

One hundred million pounds (£100,000,000) Sterling and all sums due or to become due in terms of loan agreement referred to in the instrument.

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

Eagle Star Loans Limited, 60 Saint Mary Axe, London

Postcode EC3A 8JQ

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

JORDANSON ALEXANDER
RUSSELL AND DUNCAN
134 DOUGLAS STREET
GLASGOW G2 4HF

RUTLAND EXCHANGE BOX GW31

Time critical reference: FAS 1301 IB/JBM/5

For official Use

Mortgage Section

REGISTERED

25 MAR 1994

Post room



Short particulars of all the property mortgaged or charged

Please do not
write in
this margin

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

25 and 25a Saint Andrew Square and 2 and 3 North Saint Andrew Lane

Particulars as to commission allowance or discount (note 3)

Not applicable

Signed  Date 24 March 1994

On behalf of [company/mortgagor/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.

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

Please do not
write in
this margin

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

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

Company number

82051

Name of company

* Eagle Star Insurance Company Limited

* Insert full name
of company

Iain Charles James Purchase of Donaldson Alexander Russell & Duncan

of Rothesay House, 134 Douglas Street, Glasgow G2 4HF

§ give date and
parties to charge

certify that the charge§ being Standard Security dated 8 March 1994

† delete as
appropriate

of which a true copy is annexed to this form was presented for registration on 18 March 19 94
in [Scotland] [Northern Ireland]†

Signed *[Signature]* Date 24 March 1994

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

DONALDSON ALEXANDER
RUSSELL AND DUNCAN
134 DOUGLAS STREET
GLASGOW G2 4HF

RUTLAND EXCHANGE BOX GW31

FAS 1381 IP/JBM/5

For official Use

Mortgage Section

REGISTERED

25 MAR 1994

Post room



Jordans

Jordan & Sons Limited
21 St. Thomas Street, Bristol BS1 6JS Tel. 0272-230600 Telex 449119

File Copy



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a Standard Security which was presented for registration in Scotland on the 18TH MARCH 1994 and created by EAGLE STAR INSURANCE COMPANY LIMITED for securing £100,000,000 and all other moneys due or to become due from the Company to EAGLE STAR LOANS LIMITED under the terms of The Loan Agreement and/or this Standard Security was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 25TH MARCH 1994.

Given under my hand at the Companies Registration Office,
Cardiff the 30TH MARCH 1994.

No. 82051

R. N. Owens

RICHARD NEIL OWENS

an authorised officer

C.69d(Rev)



Declaration of satisfaction in full or in part of mortgage or charge

403a

Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

S35

To the Registrar of Companies

For official use Company number

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

5111

82051

Name of company

* EAGLE STAR INSURANCE COMPANY LIMITED

* insert full name
of company

I, ANDREW JOHN WAINWRIGHT-BROWN

of 25 CHERRINGTON DRIVE, ABBEYMEAD, GLOUCESTER

† delete as
appropriate

~~As director, the secretary, the administrator, the administrative receiver~~ of the above company, do
solemnly and sincerely declare that the debt for which the charge described below was given has been
~~paid or satisfied in whole or in part~~ released

Date and Description of charge: STANDARD SECURITY dated 1 July 1985

Date of Registration: 16 July 1985

Name and address of [chargee] ~~in respect of the debenture or debentures~~ EAGLE STAR LOANS LIMITED
(FORMERLY EAGLE STAR MORTGAGES LIMITED) OF 60 ST. MARY AXE, LONDON EC3A 8JO

Short particulars of property charged: 15/17 BLYTHSWOOD SQUARE, GLASGOW AND 25 ST.
ANDREW SQUARE, EDINBURGH

‡ insert a description
of the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.

§ the date of
registration may be
confirmed from the
certificate

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

Declared at HUGHES PROOF CO. 387
MICHAEL TILLEY, Cornhill, London
EC3V 9DS

Declarant to sign below

[Signature]

the 25th day of April
one thousand nine hundred and 1994
before me Andrew Brown

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

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

DONALDSON ALEXANDER RUSSELL
& DUNCAN, SOLICITORS
ROTHESAY HOUSE, 134 DOUGLAS
STREET, GLASGOW G2 4HF

REF: IP/JBM/5

For official Use
Mortgage Section

REGISTERED

11 MAY 1994

Post room

11 MAY 1994

COMPANIES
11 MAY 1994
LC
HOUSE