

**395**

CHFP029

Please do not
write in
this margin

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

* insert full name
of company

Particulars of a mortgage or charge

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

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company Number

93792

Name of Company

* Royal & Sun Alliance Insurance plc ✓

Date of creation of the charge

16 September 2002 ✓

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

Memorandum of Deposit dated 16 September 2002

Amount secured by the mortgage or charge

The value of all outstanding guarantee, indemnities, bonds and/or letters of credit issued by
Danske Bank A/S to a maximum of \$400,000,000

ALL monies due from the Company to
the Bank under a Facility Letter, this
deed and in relation to each Guarantee
or Letter of Credit issued pursuant to
the Facility Letter.

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

Danske Bank A/S ✓

Presentor's name, address
and reference (if any):
WGO SECRETARIAL DEPARTMENT,
ROYAL & SUN ALLIANCE INSURANCE, 30
BERKELEY SQUARE, LONDON, W1J 6EW
Tel. 020 7569 6075

Time critical reference

For official
Mortgage s



A11 0753
COMPANIES HOUSE 24/09/02
AFFYOHL
A26 0374
COMPANIES HOUSE 18/09/02
ADUMBE34

M

~~Charged Acceptable Assets, as defined in the Memorandum of Deposit dated 16 September 2002~~

Please do not
write in
this margin

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

The chargor hereby, as sole beneficial owner and with full title guarantee:

- (i) Charges and agrees to charge to the Bank by way of first fixed charge the Charged Securities; and
- (ii) Charges by way of first fixed charge all its right, title and interest in and to the Deposit Account and the Deposits; and
- (iii) assigns absolutely to the Bank the Assigned Rights, by way of continuing security for the Payment and Satisfaction of the Secured Liabilities in accordance with the Provisions of the Facility Letter.

Particulars as to commission allowance or discount (note 3)

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

Signed

Date 16/09/2002

On behalf of [company][mortgagee/chargee]

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 affected 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 directly or indirectly by the company to any person in consideration of his:
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- 5 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

† delete as
appropriate

FILE COPY



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

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

COMPANY No. 00093792

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MEMORANDUM OF DEPOSIT DATED THE 16th SEPTEMBER 2002 AND CREATED BY ROYAL & SUN ALLIANCE INSURANCE PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO DANSKE BANK A/S UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 24th SEPTEMBER 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 26th SEPTEMBER 2002 .



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —