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legibly, preferably
in black type, or
bold block lettering* insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

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

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



00099122

Name of company

* NORWICH UNION INSURANCE LIMITED (the "Company")

Date of creation of the charge

31 December 2002

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

DEED OF ASSIGNMENT dated 31 December 2002 made between CGU International Insurance plc and Others (1) and National Indemnity Company (the "Reinsurer")

Amount secured by mortgage or charge

All amounts of the Reinsurer's Recoveries due to the Reinsurer pursuant to a Reinsurance Agreement dated 15 December 2000 made between the Reinsurer (1) and CGU International Insurance plc (for itself and as agent for the Reinsureds) (2) (the "Reinsurance Agreement").

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

National Indemnity Company

3024 Harney Street

Omaha, Nebraska

Postcode

68131 USA

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

Dechert (ref T012/066590)

~~2 Serjeants' Inn~~~~London~~

EC4Y 1LT DX30 LONDON

Tel. 020 7775 7379

Time critical reference

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

1. Definitions

"Business Covered" has the meaning given to that expression in the Reinsurance Agreement;

"Recoveries" means salvage, subrogation, unearned premium, premium earned but not collected, unpaid premium or premium yet to be written, reinsurance or other recoveries, including but not limited to all such Recoveries due at 30 June 2000 and recoveries which become due after 30 June 2000 in connection with the Business Covered;

"Reinsurance Agreement" means the agreement dated 15 December 2000 made between the Reinsurer and CGU International Insurance plc (for itself and as agent for the other Reinsureds);

"Reinsureds' Recoveries" means Recoveries (other than sums written off) which are accounted for in the books of any Reinsured on or before 30 June 2000 as receivable either as specific items or as general provisions or assets relating to receivables, such general provisions or assets relating to receivables to be specifically identified by a schedule

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Particulars as to commission allowance or discount (note 3)

Nil

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

Signed

Date 16th January 2003

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.
- 5 Cheques and postal orders are to be made payable to **Companies House**
- 6 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF14 3UZ, DX: 33050 Cardiff

provided by the Reinsureds to the Reinsurer on or before 15 March 2001. "Reinsureds' Recoveries" shall also include any interest included in received sums to the extent that it is attributable to the "Reinsureds' Recoveries" but such interest shall not be taken into account in determining the limitation above for general provisions or assets;

"Received Sums" means any sums received by the Reinsureds or the Reinsurer on or after 1 July 2000 in respect of the Recoveries;

"Reinsureds" means the companies listed in schedule 1 (each a **"Reinsured"**);

"Reinsurer's Recoveries" means the Recoveries (other than the "Reinsureds' Recoveries"), together with the Related Rights; and

"Related Rights" means (a) all rights to the proceeds and the rights to receive the proceeds (whether or not accrued) thereof in relation to the Recoveries (other than the "Reinsured's Recoveries") and all remedies for enforcing payment of any contract arising from the Recoveries (other than the "Reinsured's Recoveries") including the benefit of any security interest for or other obligation of any third party in relation to, the performance of any Recovery (other than a "Reinsured's Recovery"), whether or not the Reinsured has a present entitlement to such Recovery or to the proceeds thereof; (b) all deeds, documents, insurances and real and personal securities taken or to be taken or held in connection with the Recoveries (other than the "Reinsured's Recoveries"); and (c) the ownership of all books records computer data and documents on or which the Recoveries (other than the "Reinsured's Recoveries") are recorded or evidenced.

2. ASSIGNMENT

All of the Company's rights and interest in and title to, and choses in action relating to or arising out of the Reinsurer's Recoveries.

SCHEDULE 1: LIST OF REINSUREDS

1. **Scottish Insurance Corporation Limited**
Registered Number: 721
Country of Registration: Scotland
2. **General Accident Reinsurance Company Limited**
Registered Number: 13816
Country of Registration: England
3. **The New Zealand Reinsurance Company (UK) Ltd**
Registered Number: 1865412
Country of Registration: England
4. **CGU Insurance Plc**
Registered Number: SCO 2116
Country of Registration: Scotland
5. **CGU International Insurance Plc**
Registered Number: 21487 ✓
Country of Registration: England
6. **The Northern Assurance Company Limited.**
Registered Number: 99375
Country of Registration: England
7. **The Indemnity Marine Assurance Company Limited.**
Registered Number: 23712
Country of Registration: England
8. **The Ocean Marine Insurance Company Limited.**
Registered Number: 27204
Country of Registration: England
9. **The British & European Reinsurance Company Limited.**
Registered Number: 100367
Country of Registration: England
10. **Edinburgh Assurance Company Limited**
Registered Number: 153220
Country of Registration: England
11. **London and Edinburgh Insurance Company Ltd**
Registered Number: 924430
Country of Registration: England

12. **The World Auxiliary Insurance Corporation Ltd**
Registered Number: 158900
Country of Registration: England
13. **Commercial Union Assurance Company Ltd**
Registered Number: 5334
Country of Registration: England
14. **General Accident Fire and Life Assurance Corporation Ltd**
Registered Number: SC6383
Country of Registration: Scotland
15. **London and Scottish Assurance Corporation Ltd**
Registered Number: 110206
Country of Registration: England
16. **Fine Art & General Insurance Company Limited**
Registered Number: 32100
Country of Registration: England
17. **The Yorkshire Insurance Company Ltd**
Registered Number: 98235
Country of Registration: England
18. **The Road Transport & General Insurance Company Ltd**
Registered Number: 152391
Country of Registration: England
19. **CGU Bonus Ltd**
Registered Number: 8140
Country of Registration: Scotland
20. **Norwich Union Insurance Ltd**
Registered Number: 99122
Country of Registration: England

FILE COPY



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

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

COMPANY No. 00099122

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF ASSIGNMENT DATED THE 31st DECEMBER 2002 AND CREATED BY NORWICH UNION INSURANCE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NATIONAL INDEMNITY COMPANY (THE REINSURER) 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 17th JANUARY 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd JANUARY 2003.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —