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COMPANIES FORM No. 395

084623/20

395

CHWP000

Please do not
write in
this marginPlease 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

7

512397

Name of company

* PRUDENTIAL-BACHE INTERNATIONAL LIMITED

Date of creation of the charge

17th October 2002

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

Collateral Agreement Governing Secured Borrowings by Participants in the Euroclear System, dated 17th October 2002.

Amount secured by the mortgage or charge

All amounts referred to in Section 2(a) of the Collateral Agreement, being :

all Borrowings (meaning Overdraft, fixed term advance or securities borrowing, or any other extension of credit by Euroclear Bank S.A./N.V. to the Company (the "Borrower"), in whatever form, that relates to or results from the Borrower's use of the Euroclear System, as well as any fees or accrued interest with respect thereto), and other obligations, in whatever form, that relate to or result from the Borrower's use of the Euroclear System, now outstanding or which may be outstanding at any time in the future of the Borrower to Euroclear Bank S.A./N.V. Brussels and to any other office of Euroclear Bank S.A./N.V.

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

Euroclear Bank S.A./N.V.

1, boulevard du Roi Albert II, 1210 Brussels, Belgium

Postcode

Presenter's name address and
reference (if any) :
Miss J.L.Bagshaw
Prudential-Bache Int. Ltd
9 Devonshire Square
London EC2M 4HPFor official Use
Mortgage Section

Post room

A27
COMPANIES HOUSE0216
18/10/02

Time critical reference

Short particulars of all the property mortgaged or charged

All "Collateral" (as defined in Section 1 of the Collateral Agreement) including in particular cash and securities clearance accounts opened in connection with the Euroclear System by the Euroclear Bank S.A./N.V. on its books in the name of the Company.

The Collateral Agreement prohibits the creation or subsistence of any other "lien" (as defined) over the Collateral.

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)

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

Signed

Sagstian

Date 17th October 2002

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

Sagstian

† 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 In 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 addresss of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF14 3UZ

FILE COPY



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

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

COMPANY No. 00512397

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A COLLATERAL AGREEMENT GOVERNING SECURED BORROWINGS BY PARTICIPANTS IN THE EUROCLEAR SYSTEM DATED THE 17th OCTOBER 2002 AND CREATED BY PRUDENTIAL-BACHE INTERNATIONAL LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO EUROCLEAR BANK S.A./N.V. 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 18th OCTOBER 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd OCTOBER 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —