



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

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



1423001

Name of company

* EXCO INTERNATIONAL PLC (the "Company")

Date of creation of the charge

27 June 1991

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

Charge over Cash Deposit (as from time to time amended, supplemented or
novated, the "Charge") dated 27 June 1991 and made between the
Company and William Henry George Kissack (the "Chargee")

Amount secured by the mortgage or charge

The Principal and all interest which is now or at any time hereafter may
be or become due on the Loan Stock.

In this Form:

"Loan Stock" means £652,500 of Loan Stock constituted by the Instrument
and issued by the Company to the Chargee;

"Instrument" means the Instrument dated 27 June 1991 made by the
Company constituting £1,752,449 Floating Rate Secured Convertible
Loan Stock 2001

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

William Henry George Kissack

Laxey, Windsor Drive, Orpington

Kent

Postcode

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

Linklaters & Paines
Barrington House
59-67 Gresham Street
London EC2V 7JA

Ref: KBW/CMEW

Time critical reference

For official Use
Mortgage Section

Post room

REGISTERED

28 JUN 1991



By way of absolute assignment all the present and future right, title and interest of the Chargee to or in the Deposit including all interest payable by the Bank on the amount from time to time standing to the credit of the Deposit Account and/or the Current Account and any certificates of deposit, deposit receipts or other instruments or securities relating thereto.

Please do not
write in
this margin

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

Continued on Sheet 1, Page 4

Particulars as to commission allowance or discount (note 3)

None

Signed



Date

27th June 1991.

On behalf of ~~X X X X X~~ [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.

**Particulars of a mortgage or charge
(continued)**

Please do not
write in this
binding margin

Continuation sheet No. 3
to Form No 395 and 410 (Scot)

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

Company number

1423001

Name of company

EXCO INTERNATIONAL PLC (the "Company")

limited*

*delete if
inappropriate

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

Amount due or owing on the mortgage or charge (continued)

Please do not
write in this
marginal margin

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

Please do not
write in this
binding margin

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

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

The Company has covenanted that except for the security created under the Charge it has not and will not for so long as any Loan Stock remains in issue, charge, assign or otherwise deal with or create any security interest whatsoever in or over all or any part of the Deposit and has agreed that no part of the Deposit may be withdrawn without the Chargee's consent except as otherwise provided in the Charge.

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

The Chargee has agreed that if the principal amount of and all interest on the Loan Stock shall have been paid it shall at the expense of the Company reassign to the Company all of the Chargee's right, title and interest in the amounts (if any) standing to the credit of the Deposit Account and the Current Account and inform the Bank of such reassignment.

In this Form:

"Deposit" means the sum of £652,500 together with all other sums which are from time to time standing to the credit of the Deposit Account and the Current Account and all accrued interest on any such sums;

"Bank" means the Royal Bank of Scotland plc of 62/63 Threadneedle Street, London EC2R 8LA;

"Deposit Account" means the interest bearing deposit account (number 9103 6344) opened and maintained by the Company with the Bank pursuant to the Charge;

"Current Account" means the current account (number 1299 2049) to which all interest earned on the Deposit Account from time to time will be credited, opened and maintained by the Company with the Bank pursuant to the Charge.

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 27th JUNE 1991
and created by EXCO INTERNATIONAL PUBLIC LIMITED COMPANY

for securing all moneys due or to become due from the Company to WILLIAM
HENRY GEORGE KISSACK IN RESPECT OF THE LOAN STOCK (AS DEFINED) under the
terms of THIS CHARGE

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 28th JUNE 1991

Given under my hand at the Companies Registration Office,
Cardiff the 3rd JULY 1991

No. 1423001

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

P. R. REYNOLDS.

an authorised officer

C.69

14/07/91
200/03