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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

2906739

Name of company

* HILSTONE CORPORATION LIMITED

Date of creation of the charge

4.11.99

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

CHARGE OVER LOAN STOCK

Amount secured by the mortgage or charge

TWO MILLION FIVE HUNDRED THOUSAND POUNDS IN WORDS AND £2,500,000 IN
FIGURES

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

CENTURY LIFE PLC
CENTURY HOUSE
5 OLD BAILEY
LONDON

Postcode EC4M 7BA

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

Brough Skerrett
The City Law Partnership
99 Charterhouse Street
London
EC1M 6NQ

REF: FB/120/174/m395a.1fd

Time critical reference

For official Use
Mortgage Section

Post room



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COMPANIES UNIT

A3UNKLBB

0221

Short particulars of all the property mortgaged or charged

ALL the Loan Stock including any substituted or additional stock or securities which the Chargor may now or hereafter hold or beneficially own in the Company together with dividends interest or other distributions hereafter paid or payable or made in respect of the same and all allotments accretions offers rights benefits and advantages whatsoever at any time after the occurrence of an Event of Default accruing offered or arising in respect of or incidental to the same and all stocks shares rights money or property accruing thereto or offered at any time by way of conversion redemption bonus preference option or otherwise in respect thereof (all of which are hereinafter called "the Securities") but so that the Lender shall not in any circumstances incur any liability whatsoever in respect of any calls instalments or otherwise in connection with the Securities

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

Particulars as to commission allowance or discount (note 3)

Signed

Brough Skerrett

Date 9th November 1999

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

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

† 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:-

FILE COPY



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

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

COMPANY No. 02906739

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OVER LOAN STOCK DATED THE 4th NOVEMBER 1999 AND CREATED BY HILSTONE CORPORATION LIMITED FOR SECURING £2,500,000 DUE FROM THE COMPANY TO CENTURY LIFE PLC WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 10th NOVEMBER 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18th NOVEMBER 1999.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

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