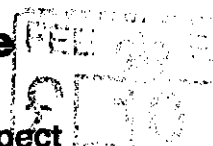


M

COMPANIES FORM No. 395

Particulars of a mortgage or charge



395

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

CHFP025

Please do not write in this margin

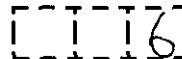
Please complete legibly, preferably in black type, or bold block lettering

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

21 December 2000

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

Charge over 50,000 Ordinary £1 Shares in Hilstone (Birmingham) Limited

Amount secured by the mortgage or charge

£6,000,000.00

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

(See continuation sheet)

Postcode

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

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

395share (120.226)

Time critical reference

For official Use
Mortgage Section

Post room



A06
COMPANIES HOUSE

0432
09/01/01

ALL the Shares including any substituted or additional shares or securities which the Chargor may now or hereafter hold or beneficially own in the Borrower 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 which is continuing 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 Funder shall not in any circumstances incur any liability whatsoever in respect of any calls instalments or otherwise in connection with the Securities.

Shares means the 50,000 Ordinary Shares of £1 each in Hilstone (Birmingham) Limited registered in the name of and beneficially owned by the Chargor all of which Shares are to be charged to the Funder pursuant hereto.

Please do not write in this margin

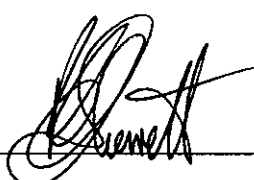
Please complete legibly, preferably in black type, or bold block lettering

To 7,
95

Particulars as to commission allowance or discount (note 3)

NIL

Signed



Date

8th January 2001.

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:-

Companies House, Crown Way, Cardiff CF4 3UZ

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

CENTURY LIFE PLC
5 Old Bailey
London EC4M 7BA

As trustees for the time being of The Century Unapproved Pension Scheme:
MICHAEL JAFFRAY DE HAUTEVILLE BELL
The River House
Dock Lane
Beaulieu
Hampshire SO42 7YJ

PHILIP EDWARD SKERRETT
21 Rivermead
Hurst Road
East Molesey
Surrey KT8 9AZ

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

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 SHARES DATED THE 21st DECEMBER 2000 AND CREATED BY HILSTONE CORPORATION LIMITED FOR SECURING £6,000,000.00 DUE OR TO BECOME DUE FROM THE COMPANY TO CENTURY LIFE PLC AND AS TRUSTEES FOR THE TIME BEING OF THE CENTURY UNAPPROVED PENSION SCHEME MICHAEL JAFFRAY DE HAUTEVILLE BELL AND PHILIP EDWARD SKERRETT WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 9th JANUARY 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th JANUARY 2001.

A handwritten signature in black ink, appearing to be 'J. J. J.' or similar, located on the left side of the page.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —