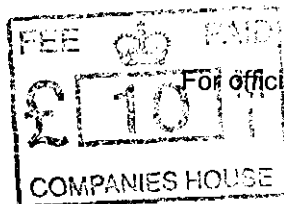


COMPANIES FORM No. 395
Particulars of a mortgage or charge

NW 861022
£15000
x
1500
395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies



Company Number

2973406

Name of company

Wellington (Five) Ltd

(the "Company")

Date of creation of the charge

25 May 2001

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

Lloyd's Canadian Margin Fund Trust Deed ("the Trust Deed") constituting the Margin Fund (as defined in Schedule 1 to the Trust Deed) (the "Margin Fund"), dated 25 May 2001 and made between the Society incorporated by Lloyd's Act 1871 by the name of Lloyd's ("Lloyd's"), Royal Trust Corporation of Canada, a trust corporation incorporated under the laws of Canada and its successors and assigns (the "Trustee"), and the Superintendent of Financial Institutions for Canada (the "Superintendent"). In this Form, unless the context otherwise requires, terms used are to be interpreted as provided in the Trust Deed.

(continued on Continuation Sheet 1).

Amount secured by the mortgage or charge

(a) Trustee Priority Claims (as defined in Schedule 1 to the Trust Deed)

(b) Every Matured Claim of any Policyholder or Third Party Claimant against the Company or any other member or former member of Lloyd's under a Policy in Canada

(continued on Continuation Sheet 2).

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

Royal Trust Corporation of Canada of Royal Trust Tower, 77 King St. West, PO Box 7500, Station "A", Toronto, Ontario, Canada, as trustee for itself and for any person to whom, as a Policyholder or a Third-Party Claimant, a Matured Claim is for the time being payable and for the trustees of the Lloyd's

(continued on Continuation Sheet 3).

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

Lloyd's of London
One Lime Street
London EC3M 7HA

ref: Legal Services Department
\\LDS-
CH_MEM1\MEM1\VOL1\USERS\THRO
SSES\MSOFF97\WORD\Model 395
LCMFTD.doc

Time critical reference

For official use
Mortgage Section

Post room



LD6
COMPANIES HOUSE

0404
13/06/01

Short particulars of all the property mortgaged or charged

All interest of the Company in present and future assets comprised in the Margin Fund constituted under the Trust Deed including the following:

Please do not write in this margin

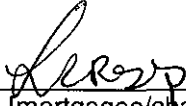
- (a) the contributions paid to the Margin Fund by or on behalf of the Company pursuant to the Lloyd's Canadian Business Requirements 2001 made by the Council of Lloyd's or any other requirements of the Council of Lloyd's;
- (b) all monies, investments, income, gains or other assets at any time representing or accruing to the contributions referred to above.

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

(continued on Continuation Sheet 4).

Particulars as to commission allowance or discount (note 3)

Signed



Date

12-6-2001

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 conditionalfor 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.

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)
Particulars of a mortgage or charge
(continued)

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Continuation sheet No 1
to Form No 395 and 410 (Scot)

CHA 233

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

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COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)
Particulars of a mortgage or charge
(continued)

Continuation sheet No 2
to Form No 395 and 410 (Scot)

CHA 233

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

- (c) Transfers at the direction of the Council of Lloyd's to the Lloyd's Premiums Trust Fund for general business or the Member's Canadian Trust Fund of any of the Current Contributors (including the Company) of any share attributable by the Council of Lloyd's to that Current Contributor of any income of the Margin Fund or of any excess for the time being of the value of the Margin Fund over the Trust Fund Minimum Amount (as defined in clause 2.3 of the Trust Deed)
- (d) Amounts required by the Superintendent to be transferred by the Trustee to a designated receiver pursuant to clause 9.4 of the Trust Deed.

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COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)
Particulars of a mortgage or charge
(continued)

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

CHA 233

Names and addresses of the mortgagees or persons entitled to the charge (continued)

Premiums Trust Fund or the Member's Canadian Trust Fund of any of the Current Contributors; and,
subject thereto, the trustees of the Lloyd's Premiums Trust Fund for general business of the Company
and the Trustee as Canadian Trustee of the Member's Canadian Trust Fund of the Company.

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)
Particulars of a mortgage or charge
(continued)

Continuation sheet No 4
to Form No 395 and 410 (Scot)

CHA 233

Short particulars of all the property mortgaged or charged (continued)

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FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02973406

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE DATED 25 MAY 2001 IN THE TERMS OF THE LLOYD'S CANADIAN MARGIN FUND TRUST DEED ("THE TRUST DEED") DATED THE 25th MAY 2001 AND CREATED BY WELLINGTON (FIVE) LIMITED FOR SECURING THE PAYMENT OF ALL CLAIMS OF A HOLDER OF, OR THIRD PARTY CLAIMANT UNDER, ANY "POLICY IN CANADA" TO WHICH THE TRUST DEED APPLIES AND WHICH HAS BEEN UNDERWRITTEN BY THE COMPANY OR ANY OTHER MEMBER OR FORMER MEMBER OF LLOYD'S AND FOR SECURING THE OTHER AMOUNTS AND OBLIGATIONS REFERRED TO IN THE TRUST DEED WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 13th JUNE 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19th JUNE 2001.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

C. Par