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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

CHA 233

To the Registrar of Companies

For official use

Company Number

2973426

48

Name of company

Wellington (Two) Ltd (the "Corporate Member")

*insert full
name of
company

Date of creation of the charge

29 January 1999, on which date the Corporate Member acceded to the Trust Deed defined below.

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

Lloyd's South African Trust Deed ("the Trust Deed") made on 15 January 1999 between the Society of Lloyd's ("Lloyd's") and Standard Trust Limited ("the Trustee"), and any person acceding to the Trust Deed. In this Form, unless the context otherwise requires, terms used are to be interpreted as provided in the Trust Deed.

Amount secured by the mortgage or charge

All claims (together with interest and costs, and all as more particularly described in the Trust Deed) of or submitted by (a) the holder of any South African Short-term Insurance Policy to which the Trust Deed applies (a "South African Policy") and which has been underwritten by the Corporate Member, or (b) the Agent of any Syndicate (of which the Corporate Member is a member) that has underwritten a South African Policy or of any reinsuring Syndicate (of which the Corporate Member is a member) where all the obligations under a South African Policy have been reinsured under a Reinsurance to Close.

All sums liable under the terms of the Trust Deed to be contributed by the Corporate Member in accordance with the Trust Deed.

All sums liable to be paid to the Agent of any Syndicate on behalf of the Premiums Trust Fund of the Corporate Member in accordance with the Trust Deed.

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

Lloyd's (of One Lime Street, London), the Trustee (of 9th floor, Standard Bank Centre, 5 Simmonds Street, Johannesburg) and its successors, the holder of any South African Policy which has been underwritten by the Corporate Member, the Agent of any Syndicate (of which the Corporate Member is a member) that has underwritten a South African Policy or of any reinsuring Syndicate (of which the Corporate Member is a member) where all the obligations under a South African Policy have been reinsured under a Reinsurance to Close, and (all as defined by the relevant Premiums Trust Deed) the Regulating Trustee, the Managing Agent's Trustees of any Managing Agent and other trustees appointed under or pursuant to such Premiums Trust Deed, and the Registrar of Short-term Insurance under the Act defined below.

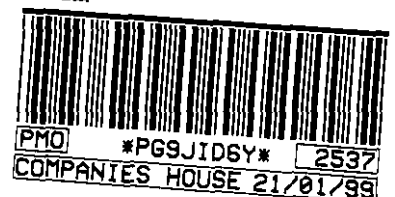
Presentor's Name address and
reference (if any):

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

ref: Legal Services Department
mgtalsatd395

For official use
Mortgage Section

Time critical reference



Short particulars of all the property mortgaged or charged

All the present and future assets comprised in the Parts of the Fund relating to the Corporate Member constituted under and pursuant to the Trust Deed full particulars of which are set out in the Trust Deed, including the following:

- a. the contributions paid by or on behalf of the Corporate Member under the terms of the Trust Deed and/or the Short-term Insurance Act 1998 of South Africa ("the Act");
- b. any amount owing to the Corporate Member and paid to the Trust by a Lloyd's correspondent pursuant to a notice to do so given by the Registrar in terms of section 62 of the Act;
- c. all monies investments income gains and other assets at any time representing or accruing to the contributions or the amounts referred to at a. or b. above.

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)

Nil.

J. T. G. Butler

Signed

Date 3 February 1999

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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02973426

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE DATED 29TH JANUARY 1999 IN THE TERMS OF THE LLOYD'S SOUTH AFRICAN TRUST DEED (THE "TRUST DEED") ITSELF CONSTITUTED BY AN INSTRUMENT DATED THE 15th JANUARY 1999 AND CREATED BY WELLINGTON (TWO) LIMITED FOR SECURING THE PAYMENT OF ALL CLAIMS OF OR SUBMITTED BY (A) THE HOLDER OF ANY SOUTH AFRICAN SHORT-TERM INSURANCE POLICY TO WHICH THE TRUST DEED APPLIES (A "SOUTH AFRICAN POLICY") AND WHICH HAS BEEN UNDERWRITTEN BY THE COMPANY, OR (B) THE AGENT OF ANY SYNDICATE (OF WHICH THE COMPANY IS A MEMBER) THAT HAS UNDERWRITTEN A SOUTH AFRICAN POLICY OR OF ANY REINSURING SYNDICATE (OF WHICH THE COMPANY IS A MEMBER) WHERE ALL THE OBLIGATIONS UNDER A SOUTH AFRICAN POLICY HAVE BEEN REINSURED UNDER A REINSURANCE TO CLOSE, ALL SUMS LIABLE TO BE CONTRIBUTED BY THE COMPANY IN ACCORDANCE WITH THE TRUST DEED, AND ALL SUMS LIABLE TO BE PAID TO THE AGENT OF ANY SYNDICATE ON BEHALF OF THE PREMIUMS TRUST FUND OF THE COMPANY IN ACCORDANCE WITH THE TRUST DEED, 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 21st JANUARY 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 25th NOVEMBER 1999.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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