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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

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this margin

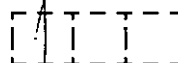
Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number



3116518

Name of company

* HASTINGS INSURANCE SERVICES LIMITED

* insert full name
of company

Date of creation of the charge

12TH AUGUST, 1996

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

FIXED AND FLOATING CHARGE

Amount secured by the mortgage or charge

All present and future advances, credit and other facilities made to the company by Chiyoda Fire and Marine Insurance Company (Europe) Limited ("Chiyoda"). The company will discharge on demand all indebtedness and other liabilities of the company to Chiyoda together with any interest accruing on such indebtedness and liabilities and all charges, commissions, legal and other expenses incurred by Chiyoda in relation thereto.

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

THE CHIYODA FIRE AND MARINE INSURANCE COMPANY (EUROPE) LIMITED

NORWICH WINTERTHUR HOUSE,

ROSE LANE, NORWICH

Postcode

NR1 1XH

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

Herbert Smith
Exchange House
Primrose Street
London EC2A 2HS
C320

For official Use

Mortgage Section

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

Please do not
write in
this margin

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

1. Equitable charge on all estates and interests in any freehold or leasehold property existing at the date of execution of the charge or at any time during the subsistence of the charge.
1. Fixed charge on all stocks, shares and other securities now or at any time during the subsistence of the charge.
3. Fixed charge on all book debts and other debts now and from time to time due or owing to Hastings Insurance Services Limited.
4. Fixed charge on goodwill present and future.
5. First floating charge on property, assets, rights and references present and future including uncalled share capital of Hastings Insurance Services Limited.

Particulars as to commission allowance or discount (note 3)

Signed Herbert Smith

Date 12 August 1996

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 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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03116518

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FIXED AND FLOATING CHARGE DATED THE 12th AUGUST 1996 AND CREATED BY HASTINGS INSURANCE SERVICES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE CHIYODA FIRE AND MARINE INSURANCE COMPANY (EUROPE) LIMITED PURSUANT TO THE TERMS OF THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 13th AUGUST 1996.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19th AUGUST 1996.

A handwritten signature in blue ink, appearing to read "J. J. Jones", written over a faint circular stamp.

for the Registrar of Companies



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

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