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COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

395

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

* Insert full name
of company

To the Registrar of Companies

For official use Company number

Name of company

638 3265777

*
(the "Corporate Member") **COTESWORTH CAPITAL LIMITED**

Date of creation of the charge

3 February 1999

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

Lloyd's Premiums Trust Deed (General Business) as varied and amended by a Deed of Variation made 3 February 1999 by the Council of Lloyd's. The instrument as so varied and amended is in this Form described as the "Trust Deed".
(Please see Continuation Sheet 1)

Amount secured by the mortgage or charge

The losses, claims, returns of premiums, reinsurance premiums, expenses, obligations and other "Permitted Trust Outgoings" set out in clause 3(a) of and paragraph 1 of Schedule 3 to the Corporate Member's 1999 General Business Premiums Trust Deed

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

The Society incorporated by Lloyd's Act 1871 by the name of Lloyd's ("Lloyd's") of One Lime Street, London,
(Please see Continuation Sheet 3)

Postcode EC3M 7HA

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

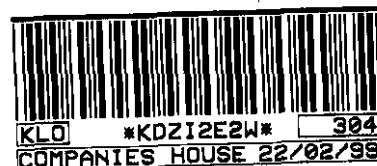
Lloyd's
One Lime Street
London EC3M 7HA

(KJ24)

Time critical reference

For official use
Mortgage section

Post room



Short particulars of all the property mortgaged or charged

All assets including future assets of the Corporate Member comprised in the Trust Fund constituted under and pursuant to the Trust Deed full particulars of which assets are set out in the Trust Deed, including the following (subject to the exceptions provided by the Trust Deed):

- (i) all premiums and other monies whatsoever then belonging or payable or thereafter at any time belonging or becoming payable to the Corporate Member in connection with the Underwriting and all interest of the Corporate Member therein (including for the avoidance of doubt any chose in action representing the right of the Corporate Member and any interest of the Corporate Member in any chose in action representing the right of any such person to be paid any such monies aforesaid as are for the time being payable)
- (ii) all further monies investments and other assets at any time added to the Trust Fund whether by or on behalf of the Corporate Member or otherwise howsoever
- (iii) any Lloyd's Deposits of the Corporate Member and the income of any such deposit and any assets released at any time from any such deposit (and the monies investments and other assets representing them respectively) where and so far as the whole or any part of such deposit income and assets has ceased to be held upon trusts of a Lloyd's Deposit Trust Deed or Lloyd's Security and Trust Deed (otherwise than for the Corporate Member absolutely) and has become vested in or under the control of any Members' Agent or any Managing Agent (otherwise than as a trustee or under the terms of and subject to any other Premiums Trust Deed of the Corporate Member) or the Trustees or any of them as trustees of the Trust Deed
- (iv) all monies investments and other assets then or thereafter for the time being representing any such premiums monies deposits funds income and other assets whatsoever as fall within any of (i) to (iii) (inclusive) above or representing the income mentioned at (v) below
- (v) all income from time to time arising from any such investments deposits funds or assets comprised in the Trust Fund

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Particulars as to commission allowance or discount (note 3)

Nil

Signed

J. Wilson

Date 19th 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 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.

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Particulars of a mortgage or charge (continued)

Continuation sheet No
to Forms Nos 395 and 410 (Scot)

Please complete
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bold block lettering

Company number

3265777

*Delete if
inappropriate

Name of company

COTESWORTH CAPITAL

Limited*

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

In this Form unless the context otherwise requires terms used are to be interpreted as provided by the Trust Deed or (as appropriate) the Corporate Member's 1999 General Business Premiums Trust Deed. This registration is supplementary to the existing registration of the Trust Deed prior to its variation and amendment by the Deed of Variation referred to above.

The Council may from time to time revoke and determine the trusts constituted by the Trust Deed or (subject always to the prior approval of the Secretary of State or the Treasury, as the case may be) vary or amend all or any of them or any provisions of the Trust Deed of the Corporate Member's 1999 General Business Premiums Trust Deed in any manner as the Council think fit.

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

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

the Trustees under the Trust Deed and the trustee or trustees of an Overseas Fund and also the Regulating Trustee, the Managing Agent's Trustees of any Managing Agent and other trustees appointed under or pursuant to the Corporate Member's 1999 General Business Premiums Trust Deed (in each case for themselves and as trustees for any person to whom a sum of money is or becomes payable in respect of a "Permitted Trust Outgoing" as defined in clause 3(a) of and paragraph 1 of Schedule 3 to the Corporate Member's 1999 General Business Premiums Trust Deed)

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

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

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

COMPANY No. 03265777

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LLOYD'S PREMIUMS TRUST DEED (GENERAL BUSINESS) AS VARIED AND AMENDED BY A DEED OF VARIATION MADE 3RD FEBRUARY 1999 BY THE COUNCIL OF LLOYD'S, DATED THE 3rd FEBRUARY 1999 AND CREATED BY COTESWORTH CAPITAL LIMITED FOR SECURING THE LOSSES CLAIMS RETURNS OF PREMIUMS REINSURANCE PREMIUMS EXPENSES OBLIGATIONS AND OTHER "PERMITTED TRUST OUTGOINGS" SET OUT IN CLAUSE 3(a) OF AND PARAGRAPH 1 OF SCHEDULE 3 TO THE CORPORATE MEMBER'S 1999 GENERAL BUSINESS PREMIUMS TRUST DEED WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 22nd FEBRUARY 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24th NOVEMBER 1999.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC026B