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*insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985



To the Registrar of Companies

For official use Company number

Name of company

* NAMECO (NO. 121) LIMITED
(THE "COMPANY")

Date of creation of the charge

3 MAY 2000

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

NEW SECURITY DEED

Amount secured by the mortgage or charge

ALL MONIES OBLIGATIONS AND LIABILITIES WHATSOEVER WHETHER FOR PRINCIPAL INTEREST OR OTHERWISE IN WHATEVER CURRENCY WHICH MAY NOW OR AT ANY TIME IN THE FUTURE BE DUE OR OWING TO THE BANK UNDER THE TERMS OF ANY SECURITY DOCUMENT WHETHER PRESENT OR FUTURE ACTUAL OR CONTINGENT AND WHETHER ALONE SEVERALLY OR JOINTLY AS PRINCIPAL GUARANTOR SURETY OR OTHERWISE AND IN WHATEVER NAME OR STYLE AND WHETHER ON ANY CURRENT OR OTHER ACCOUNT OR IN ANY OTHER MANNER WHATSOEVER.

'SECURITY DOCUMENTS' MEANS THE FACILITY AGREEMENT OF 22 MARCH 1999 BETWEEN THE COMPANY, THE BANK AND OTHERS (THE 'FACILITY AGREEMENT'), THE NEW SECURITY DEED AND ANY OTHER DOCUMENT GUARANTEEING OR CREATING SECURITY FOR OR SUPPORTING THE OBLIGATIONS OF ANY PERSON TO THE BANK IN CONNECTION WITH THE FACILITY AGREEMENT.

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

THE ROYAL BANK OF SCOTLAND PLC
WATERHOUSE SQUARE
138-142 HOLBORN
LONDON, EC1N 2TH (THE 'BANK')

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

Clyde & Co
Beaufort House
Chertsey Street
Guildford,
Surrey, GU1 4HA

GFDLIT 189208.02

Time critical reference
AH/9905827/JSE

For official use
Mortgage Section

Post room



A38
COMPANIES HOUSE

0409
04/05/00

ASSIGNMENT BY WAY OF SECURITY OF REINSURANCE RECEIVABLES, FIXED AND FLOATING CHARGES OVER THE PROCEEDS OF REINSURANCE RECEIVABLES AND FLOATING CHARGE OVER CORPORATE DEBTS.

'REINSURANCE RECEIVABLES' MEANS ALL POLICIES AND TREATIES OF REINSURANCE ENTERED INTO BY LLOYD'S SYNDICATE 271 (THE 'SYNDICATE') FOR ANY OF THE UNDERWRITING YEARS 1998, 1999 AND/OR 2000 WITH ANY OF THE REINSURERS LISTED IN SCHEDULE 3 OF THE FACILITY AGREEMENT AND/OR SCHEDULE 3 OF THE NEW SECURITY DEED (OR OTHER YEARS OF ACCOUNT REINSURED TO CLOSE BY THAT SYNDICATE) AND 'PROCEEDS OF REINSURANCE RECEIVABLES' ACCORDINGLY INCLUDES ALL PAYMENTS MADE BY SUCH REINSURERS FOR THE ACCOUNT OF THE SYNDICATE IN RESPECT THEREOF (INCLUDING REFUNDS OF PREMIUM, CASH LOSS CALLS AND RECOVERIES); AND

'CORPORATE DEBTS' MEANS ALL PRESENT AND FUTURE BOOK AND OTHER DEBTS AND OTHER MONIES DUE OWING PAYABLE OR INCURRED TO THE COMPANY ARISING SOLELY OUT OF OR IN CONNECTION WITH THE SYNDICATE (BUT THE TERM 'CORPORATE DEBTS' EXCLUDES THE REINSURANCE RECEIVABLES).

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Particulars as to commission allowance or discount (note 3)

-NIL-

Signed

Clyde & Co

Date

3/5/00

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. 03440770

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A NEW SECURITY DEED DATED THE 3rd MAY 2000 AND CREATED BY NAMECO (NO.121) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE ROYAL BANK OF SCOTLAND plc UNDER THE TERMS OF ANY SECURITY DOCUMENT (AS DEFINED) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 4th MAY 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th MAY 2000.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC026

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