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in black type, or
bold block lettering

* insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £10 is payable to Companies House in respect
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

[2]

3939354

Name of company

* Exitium Limited (the "Chargor")

Date of creation of the charge

22 May 2000

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

Equitable charge over shares (the "Charge") made between the Chargor and
the Governor and Company of the Bank of Scotland (the "Bank")

Amount secured by the mortgage or charge

All moneys from time to time due, owing or incurred by the Chargor to
the Bank under the Loan Notes.

For these purposes:

"Loan Notes"

means the series "A" loan note and the series "B" loan note issued by
the Chargor on or about the date of the Charge.

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

The Governor and Company of the Bank of Scotland whose head office is at
The Mound, Edinburgh

Postcode EH1 1YZ

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

Nabarro Nathanson
Lacon House
Theobald's Road
London
WC1X 8RW

AA/TEB/TBA/TBA

Time critical reference
1339169

For official Use
Mortgage Section

Post room



LD3
COMPANIES HOUSE

0107
06/06/00

Please see the rider, attached

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in black type, or
bold block
lettering

Particulars as to commission allowance or discount (note 3)

Signed *Nabarro Nathanson*

Date *5/6/00*

On behalf of ~~[company]~~ ~~[mortgagee]~~ / chargee] †

A fee of £10 is
payable to
Companies House
in respect of each
register entry for a
mortgage or
charge.
(See Note 5)

† 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.
- 5 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF14 3UZ

SHORT PARTICULARS OF ALL THE PROPERTY CHARGED:

By way of continuing security in favour of the Bank for the payment and discharge of the Secured Liabilities, the Chargor with full title guarantee charged to the Bank by way of first fixed charge, the Shares and the Derivative Assets.

The Charge contains a negative pledge (clause 6) under which the Chargor agreed that it will not:

- (a) create, purport to create or allow to subsist, any Security Interest over the whole or any part of the Charged Property except for any Permitted Security Interest;
- (b) convey, assign, transfer, or agree to convey, assign or transfer the whole or any part of the Charged Property;
- (c) permit or agree to any variation of the rights attaching to the whole or any part of the Charged Property; or
- (d) do, cause or permit to be done anything which may in the opinion of the Bank, in any way depreciate, jeopardise or otherwise prejudice the value to the Bank (whether monetary or otherwise) of the whole or any part of the Charged Property.

For these purposes:

“Charged Property”

means the whole or any part of the property, assets, income and undertaking of the Chargor from time to time mortgaged, charged or assigned to the Bank pursuant to the Charge;

“Derivative Assets”

means all stocks, shares, warrants or other securities, rights, dividends, interest or other property (whether of a capital or income nature) accruing, offered, issued or deriving at any time by way of dividend, bonus, redemption, exchange, purchase, substitution, conversion, consolidation, subdivision, preference, option or otherwise attributable to any of the Shares or any Derivative Assets previously described;

“Nominees”

means the Bank, its agents, nominees and any other person holding the Shares and the Derivative Assets on behalf of the Bank from time to time;

“Secured Liabilities”

means all moneys, debts and liabilities from time to time due, owing or incurred by the Chargor to the Bank under the Loan Notes;

“Shares”

means all stocks, shares and other securities:

- (a) including 6,955,740 common shares in Hemisphere Inc.; or

- (b) for which the stock or share certificates or other documents of title have been deposited by the Chargor with the Bank or its Nominees or which are held to the order of the Bank; or
- (c) for which the stock or share certificates or other documents of title are now held by the Bank or its Nominees for the account of the Chargor; or
- (d) represented by any stock or share certificates or other documents of title from time to time in the future deposited by the Chargor with the Bank or its Nominees or held to the order of the Bank;

in each case whether held in the United Kingdom or elsewhere;

“Permitted Security Interest”

means:

- (a) the security constituted by the Charge; and
- (b) liens arising by operation of laws in the ordinary course of business;

“Security Interest”

means any mortgage, charge, assignment, pledge, lien, right of set-off, hypothecation, encumbrance, priority or other security interest (whether fixed or floating) including, without limitation, any **“hold-back”** or **“flawed asset”** arrangement together with any preferential right, retention of title, deferred purchase, leasing, sale or purchase, sale and leaseback arrangement, trust agreement, declaration of trust, trust arising by operation of law, any option or agreement for any of the same or any arrangement which has substantially the same commercial or substantive effect as the creation of security.

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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. 03939354

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN EQUITABLE CHARGE OVER SHARES DATED THE 22nd MAY 2000 AND CREATED BY EXITIUM LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND UNDER THE LOAN NOTES (AS DEFINED) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 6th JUNE 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th JUNE 2000.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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