

M

LLP395

Particulars of a mortgage or charge in respect of a Limited Liability Partnership

A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

CHWP000

Please complete
in typescript, or
in bold black
capitals

For official use

LLP Number

OC322783

54

Full Name of Limited
Liability Partnership

Dedham Underwriters LLP (the "Corporate Member")

Date of creation of
the charge

1 January 2007

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

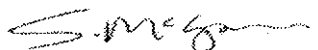
Lloyd's Illinois Licensed and 1104 Multiple Trust Deed dated 30 March 2001 (as amended and as supplemented from time to time and as supplemented by a Deed of Accession made on 1 January 2007) made by the Society incorporated by Lloyd's Act 1871 by the name of Lloyd's ("Lloyd's"), Mellon Trust Company of Illinois, a trust company organised and existing under the laws of the State of Illinois (the "Trustee"), (continued on Continuation Sheet 1).

Amount secured by the
mortgage or charge

To the extent to which the Trust is established by the Corporate Member as a Licensed Grantor, any sum of money which is or becomes payable to a Policyholder to pay a Claim arising under an Illinois Policy issued by the Corporate Member as a Licensed Grantor or for which the Corporate Member as a Licensed Grantor is liable under any contract of Reinsurance to Close; and, to the extent to which the Trust is established by the Corporate Member as a

(continued on Continuation Sheet 2).

Signed



Date

15 Jan 07

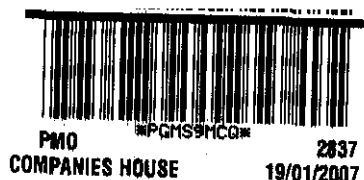
On behalf of [LLP][mortgagee/chargee] (delete as appropriate)

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Tel
E-mail

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff



MONDAY

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

Mellon Trust Company of Illinois of 55 West Monroe St, Suite 2600, Chicago, Illinois 60603 as Trustee, (a) to the extent to which the Trust is established by the Corporate Member as a Licensed Grantor, for the Corporate Member as a Licensed Grantor, and (b) to the extent to which the Trust is established by the Corporate Member as a Reinsuring Grantor, Licensed Grantors to whom the Corporate Member is liable in its capacity as a Reinsuring Grantor under the Reinsurance Agreement.

Short particulars of all the property mortgaged or charged

All present and future assets comprised in the Corporate Member's Trust Fund constituted under and pursuant to the Trust Deed, including all monies (including future accretions to the Trust Fund), investments, income, gains and other assets representing or accruing to that Trust Fund.

Particulars as to commission allowance or discount (*note 3*)

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 LLP398 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 LLP 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 Form LLP395 continuation sheet.
- 5 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.

Please do not
write in this
margin

*Please complete
in typescript, or
in bold black
capitals*

FORM LLP395 (Cont.) AND FORM LLP410 (Scot)(Cont.)**Particulars of a mortgage or charge
(continued)**

Continuation sheet No

1

to Form LLP395 and 410 (Scot)

LLP Number

As per front page

Full Name of Limited Liability Partnership

As per front page

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2 for LLP395)
(note 1 for LLP410)

the Illinois Attorney in Fact for certain underwriters at Lloyd's London, the members of one or more syndicates at Lloyd's for one or more years of account as identified in Schedule A to the Trust Deed, including, inter alios, the Corporate Member, and the managing agent of each syndicate at Lloyd's identified in Schedule A to the Trust Deed (the "Managing Agents"). In this form, unless the context otherwise requires, terms used are to be interpreted as provided in the Trust Deed.

Reinsuring Grantor, but only in the event of the insolvency of the Corporate Member, any sum of money which is or becomes payable in order to pay or reimburse one or more Licensed Grantors for the amounts for which the Corporate Member as a Reinsuring Grantor is liable under the Reinsurance Agreement in respect of any losses and allocated loss adjustment expenses paid by such Licensed Grantor, but not recovered from the Corporate Member as a Reinsuring Grantor, or in respect of unearned premiums due to such Licensed Grantor but not otherwise paid by the Corporate Member as a Reinsuring Grantor.

*Please
complete in
typescript, or in
bold black
capitals*

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985 as applied to Limited Liability Partnerships pursuant to Paragraph 4 and Schedule 2 of the Limited Liability Partnerships Regulations 2000.

LLP No. OC322783

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LLOYD'S ILLINOIS LICENSED AND 1104 MULTIPLE TRUST DEED DATED 30 MARCH 2001 AS AMENDED AND AS SUPPLEMENTED FROM TIME TO TIME AND AS SUPPLEMENTED BY A DEED OF ACCESSION DATED THE 1st JANUARY 2007 AND CREATED BY DEDHAM UNDERWRITERS LLP FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE LIMITED LIABILITY PARTNERSHIP TO MELLON TRUST COMPANY OF ILLINOIS AS TRUSTEE UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 AS APPLIED TO LIMITED LIABILITY PARTNERSHIPS PURSUANT TO PARAGRAPH 4 AND SCHEDULE 2 OF THE LIMITED LIABILITY PARTNERSHIPS REGULATIONS 2000 ON THE 19th JANUARY 2007.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 13th MARCH 2007.

P. Davis



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES