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COMPANIES FORM No. 395**395****Particulars of a mortgage or charge**

Pursuant to section 395 of the Companies Act 1985

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

53 MS28C
[] [] [] [] [] []
[] [] [] [] [] []

00735621

Name of company

* **NORTHERN TRUST COMPANY LIMITED**

Date of creation of the charge

18 JANUARY 1993

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

Legal Charge

Amount secured by the mortgage or charge

All the Company's liabilities to The Royal Bank of Scotland plc
(the "Bank") of any kind (whether present or future, actual or
contingent and whether incurred alone or jointly with another)
including banking charges, commission, interest, costs and expenses.

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

THE ROYAL BANK OF SCOTLAND plc
36 ST ANDREW SQUARE
EDINBURGH

Postcode

EH2 2YB

19/1.
Presenter's name, address and
reference (if any):

Nicholson Graham & Jones
25-31 Moorgate
London EC2R 6AR

Ref: JRG/WR/N.46-2

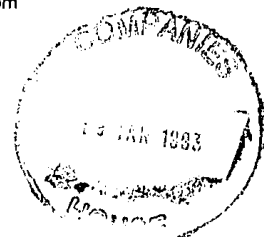
Time critical reference

For official use

REGISTERED

19 JAN 1993

Post room



Short particulars of all the property mortgaged or charged

1. By way of legal mortgage:- on the property known as 4, 5, 6 and 7 Victoria Buildings, Terminus Place, London SW1 as the same is registered at HM Land Registry under Title Number 353505.
2. By way of fixed charge:-
 - 2.1 The benefit of all covenants and rights affecting or concerning the property described above.
 - 2.2 The plant, machinery and fixtures and fittings, furniture, equipment, implements and utensils of the Company now and in the future at the property described above.
 - 2.3 The present or future goodwill of any business carried on at the property described above by or on behalf of the Company.

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

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Note:-

The Legal Charge contains covenants by the Company with the bank not without the Bank's prior written consent to create or permit to arise any mortgage, charge or lien on the charged property, nor to dispose of the charged property;

Particulars as to commission allowance or discount (netu 3)

Signed

Nicholas Graham & Jones

Date 18 January 1993

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 current 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 situated 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.

Page 2

FILE COPY



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

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

I hereby certify that a mortgage or charge dated the 18th JANUARY 1993
and created by NORTHERN TRUST COMPANY LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to THE ROYAL BANK OF SCOTLAND plc

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 19th JANUARY 1993

Given under my hand at the Companies Registration Office,
Cardiff the 22nd JANUARY 1993

No. 735621

W. Grandon
W. GRANDON

an authorised officer

C.69a

POST W

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COMPANIES FORM No. 395

395**Particulars of a mortgage or charge**Please do not
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Pursuant to section 395 of the Companies Act 1985

Please complete
legibly, preferably
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lettering*Insert full name
of company

To the Registrar of Companies

For official use Company number

[155]

00735621

Name of company

* NORTHERN TRUST COMPANY LIMITED

Date of creation of the charge

18 JANUARY 1993

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

Legal Charge

Amount secured by the mortgage or charge

All the Company's liabilities to The Royal Bank of Scotland plc
(the "Bank") of any kind (whether present or future, actual or
contingent and whether incurred alone or jointly with another)
including banking charges, commission, interest, costs and expenses.

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

THE ROYAL BANK OF SCOTLAND plc
36 ST ANDREW SQUARE
EDINBURGH

Postcode

EH2 2YB

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

Nicholson Graham & Jones
25-31 Moorgate
London EC2R 6AR

Ref: JRG/WR/N.46-2

For official use
Mortgage section**REGISTERED**

19 JAN 1993

Post room

19 JAN 1993

Time critical reference

Short particulars of all the property mortgaged or charged

1. By way of legal mortgage:- on the property known as 5 St James's Street and 5 Pickering Place, St James's Street, London SW1 as the same is registered at HM Land Registry under Title Numbers LN 104252 and 106860.
2. By way of fixed charge:-
2. The benefit of all covenants and rights affecting or concerning the property described above.
2. The plant, machinery and fixtures and fittings, furniture, equipment, implements and utensils of the Company now and in the future at the property described above.
2. The present or future goodwill of any business carried on at the property described above by or on behalf of the Company.

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Note:-

The Legal Charge contains covenants by the Company with the Bank not without the Bank's prior written consent to create or permit to arise any mortgage, charge or lien on the charged property, nor to dispose of the charged property;

Particulars as to commission allowance or discount (note 3)

Signed Nicholas Graham & Jones Date 18 January 1993

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 situated 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.
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