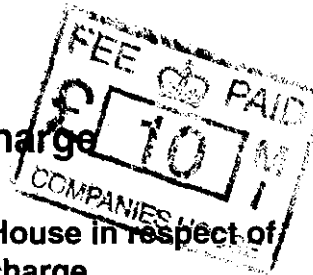


M

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.



395

CHFP000

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

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

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

For official use

Company number

		3
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1698498

Name of company

* insert full name
of Company

* Tokyo-Mitsubishi International plc

Date of creation of the charge

7th March, 2001

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

(Bear Stearns Institutional Account Agreement) executed on 7th March, 2001.

Amount secured by the mortgage or charge

(The amount of payment and performance of obligations of the Company to the chargee under the instrument creating the charge.)

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

(Each Bear Stearns entity) as defined in the instrument creating the charge. Bear Stearns, 245 Park Avenue, New York, NY 10167.

Postcode

Presentor's name address and
reference (if any):
Tokyo-Mitsubishi International plc,
6 Broadgate, London
EC2M 2AA. Attention: Mr.
Richard House, Legal
Department

Time critical reference

For official Use (02/00)
Mortgage Section



All 'Collateral' (as defined in the Agreement creating the charge) from time to time held by the chargee as set out in Article 3 of the Agreement.

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

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

Signed

Richard Howe

Company Secretary ✓ Date 12th March, 2001

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.
- 5 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01698498

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A BEAR STEARNS INSTITUTIONAL ACCOUNT AGREEMENT DATED THE 7th MARCH 2001 AND CREATED BY TOKYO-MITSUBISHI INTERNATIONAL PLC FOR SECURING THE AMOUNT OF PAYMENT AND PERFORMANCE OF OBLIGATIONS OF THE COMPANY TO EACH BEAR STEARNS ENTITY BEING THE BEAR STEARNS COMPANIES Inc., BEAR, STEARNS & Co Inc., BEAR, STEARNS SECURITIES CORP., FOR FURTHER CHARGEES PLEASE SEE THE AGREEMENT UNDER THE INSTRUMENT CREATING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 13th MARCH 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 16th MARCH 2001.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

P. Pam



Companies House

— for the record —