

08-11-95

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COMPANIES FORM No. 395

Particulars of a charge**395**Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[113]

2670499

Name of company

LIBERTY EURASIA LTD

* insert full name
of company

Date of creation of the charge

27 October 1995

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

Supplement governing pledges of cash deposits and dated 27 October 1995, to a Collateral Agreement Governing Secured Borrowings by Participants in the Euroclear System dated 13 December 1994 (the "Collateral Agreement").

Amount secured by the charge

(As detailed in the Collateral Agreement)

All amounts referred to in Section 2(a) of the Collateral Agreement, being:-

all borrowings (meaning overdraft, fixed term advance or securities borrowing, or any other extension of credit by Morgan Guaranty Trust Company of New York to the Borrower, in whatever form, that relates to or results from the Borrower's use of the Euroclear System, as well as any fees or accrued interest with respect thereto), and other obligations, now outstanding or which may be outstanding at any time in the future of the Borrower to Morgan Guaranty Trust Company of New York, Brussels Office ("Morgan Guaranty Brussels") and to any other office of Morgan Guaranty Trust Company of New York.

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

MORGAN GUARANTY TRUST COMPANY OF NEW YORK,
AVENUE DES ARTS 35, BRUSSELS, BELGIUM

Postcode

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

Slaughter and May,
Basinghall Street,
London,
EC2V 5DB.
RMF/JEMH

Time critical reference

For official Use
Mortgage Section

Post room



Short particulars of all the property charged

All of the Borrower's right, title and interest in and to account number 687-9394671-64 opened by Morgan Guaranty Brussels in the name of the Borrower or such other account as may be agreed by the Borrower and Morgan Guaranty Brussels (the "Pledged Account"), including any credit balance which may appear therein.

The Pledged Account is subject to certain provisions of the Collateral Agreement, including a prohibition on the creation or subsistence of any other "lien" (as defined).

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)

NIL

Signed

Date

On behalf of [company][chargee]†

CLARKE, DIRECTOR
CLBERTH ENABRIA LTD

† 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.

08-11-95

FILE COPY



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

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

COMPANY No. 02670499

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SUPPLEMENTAL GOVERNING PLEDGES OF CASH DEPOSITS DATED THE 27th OCTOBER 1995 AND CREATED BY LIBERTY EURASIA LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO MORGAN GUARANTY TRUST COMPANY OF NEW YORK REFERRED TO IN SECTION 2(a) OF THE COLLATERAL AGREEMENT DATED 13 DECEMBER 1994 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 31st OCTOBER 1995.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6th NOVEMBER 1995.

[Signature]

for the Registrar of Companies



COMPANIES HOUSE

HC026B

LC
6/11/95
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