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COMPANIES FORM No. 419a(Scot)

Application for registration of a memorandum of satisfaction in full or in part of a registered charge

419a

Please do not write in this margin

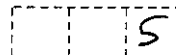
Pursuant to section 419(1) (a) of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf)

For official use

Company number



SC0122077

Name of company

* First Tower LP (1) Limited

* insert full name of company

I, Martin David Precious
of 23, Norfolk Road, Buntingford, Herts.

~~I, a director~~ ~~the secretary~~ ~~the liquidator~~ ~~the receiver~~ ~~the administrator~~ of the company,
do solemnly and sincerely declare that the debt for which the charge described overleaf was given has been paid or satisfied in ~~[full]~~ ~~[part]~~

† delete as appropriate

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at One Canada Square
Canary Wharf
London E14

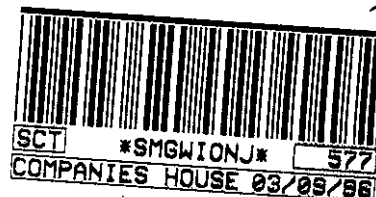
Declarant sign below

the 2 day of September
one thousand ~~nine~~ hundred and ninety six

before me Matthew R. O'Halloran
A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Presentor's name address and reference (if any):
Clifford Chance
200 Aldersgate Street
London EC1A 4JJ
Ref: DNP/C4042/140

For official use
Charges Section



Particulars of the charge to which the application overleaf refers

Please do not
write in
this margin

Date of creation of the charge

28 October 1993

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

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

Guarantee and Debenture

insert a description
of the instruments
creating or
evidencing the
charge eg
'Charge',
'Debenture' etc

Date of Registration *

16 November 1993

* the date of
registration may
be confirmed from
the certificate

Short particulars of property charged

By first legal mortgage, interests in (i) the Real Property and any other property together with all fixtures thereon, proceeds of sale, amounts advanced under any encumbrance and the benefit of any covenants for title; and (ii) all Shares and Group Shares.

By absolute assignment, interest in the Relevant Agreements and Development Documents.

By first fixed charge, all interests in any property; all plant and machinery; the benefits of the Insurances; all bank account credits; all book and other debts owing; rights under any distributorship or similar agreements and any letters of credit, bills of exchange and other negotiable instruments; interest under the Development Documents not already charged; the benefit of licences, consents and authorisations in connection with the business/Security Assets; all Shares and Related Rights; interests in pension funds, goodwill; uncalled capital; Intellectual Property Rights; and interests in the Partnership.

By floating charge, the undertaking and assets, present and future.

[see continuation sheet]

Where a FLOATING CHARGE is being satisfied, the following Certificate MUST be completed:

CERTIFICATE

I, ARTHUR STEPHEN GILBERT

of ALLEN & OVERY, ONE NEW CHANGE, LONDON, E.C.4

being ~~the creditor~~ [a person authorised to act on behalf of the creditor]† entitled to the benefits of the floating charge specified above certify that the particulars above relating to the charge and its satisfaction are correct.

† delete as
appropriate

Signature

Date

1.7.96

Note

The address of the Registrar of Companies is:-

Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

CONTINUATION SHEET FOR
SHORT PARTICULARS OF ALL THE PROPERTY
MORTGAGED OR CHARGED

Terms Defined:

Any capitalised term used in this Form 419a shall, unless otherwise expressly defined herein, have the meaning assigned to it in the corresponding Form 410 or, if not so defined, in the instrument creating or evidencing the charge.

N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

REGISTER of Charges, Alterations to Charges,

COMPANY: SC122077 CHARGE: 1

(1) Date of Registration	(2) Serial Number of Document on File	(3) Date of Creation of each Charge and Description thereof	(4) Date of the aquisition of the Property	(5) Amount secured by the Charge £	(6) Short Particulars of the Property Charged	(7) Names of the Persons entitled to the Charge
12/09/1991	10436	22/ 8/91 GUARANTEE & DEBENTURE		THE PAYMENT AND DISCHARGE OF THE SECURED OBLIGATIONS	THE PROPERTY ASSETS RIGHTS AND INCOME OF THE COMPANY	LLOYDS BANK PLC AS AGENT AND TRUSTEE FOR ITSELF AND THE LENDERS

Memoranda of Satisfaction and Appointments etc. of Receivers

N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

COMPANY: SC122077 CHARGE: 1

(8)	(9)	(10)	(11)	(12)		
In the case of a floating charge, a statement of the provisions, if any, prohibiting or restricting the creation by the company of any fixed security or any other floating charge having priority over, or ranking <i>pari passu</i> with the floating charge.	In the case of a floating charge, a statement of the provisions if any regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property the subject of the floating charge or any part of it.	Amount or rate per cent of the Commission Allowance or discount	Memoranda of Satisfaction	Receiver		
				Name	Date of Appointment	Date of Ceasing to act
COMPANY ARE EXPRESSLY PROHIBITED FROM CREATING SUBSEQUENT FIXED SECURITY HAVING PRIORITY OVER OR RANKING EQUALLY WITH THE FLOATING CHARGE			3/ 9/96 FULLY			

N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

REGISTER of Charges, Alterations to Charges,

COMPANY: SC122077 CHARGE: 2

(1) Date of Registration	(2) Serial Number of Document on File	(3) Date of Creation of each Charge and Description thereof	(4) Date of the aquisition of the Property	(5) Amount secured by the Charge £	(6) Short Particulars of the Property Charged	(7) Names of the Persons entitled to the Charge
23/12/1991	681	8/12/91 SUPPLEMENTAL DEBENTURE		ALL SUMS DUE, OR TO BECOME DUE	ALL THOSE PREMISES ON FLOOR 10, 1 CANADA SQUARE ISLE OF DOGS LONDON E14 SEE FORM 410	LLOYDS BANK PLC AS AGENT AND TRUSTEE FOR ITSELF AND OTHERS

Memoranda of Satisfaction and Appointments etc. of Receivers

N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

COMPANY: SC122077 CHARGE: 2

(8)	(9)	(10)	(11)	(12)		
In the case of a floating charge, a statement of the provisions, if any, prohibiting or restricting the creation by the company of any fixed security or any other floating charge having priority over, or ranking <i>pari passu</i> with the floating charge.	In the case of a floating charge, a statement of the provisions if any regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property the subject of the floating charge or any part of it.	Amount or rate per cent of the Commission Allowance or discount	Memoranda of Satisfaction	Receiver		
				Name	Date of Appointment	Date of Ceasing to act
COMPANY ARE EXPRESSLY PROHIBITED FROM CREATING SUBSEQUENT FIXED SECURITY HAVING PRIORITY OVER OR RANKING EQUALLY WITH THE FLOATING CHARGE			3/ 9/96 FULLY			

N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

REGISTER of Charges, Alterations to Charges,

COMPANY: SC122077 CHARGE: 3

(1) Date of Registration	(2) Serial Number of Document on File	(3) Date of Creation of each Charge and Description thereof	(4) Date of the aquisition of the Property	(5) Amount secured by the Charge £	(6) Short Particulars of the Property Charged	(7) Names of the Persons entitled to the Charge
02/04/1992		20/ 3/92 GUARANTEE AND DEBENTURE		ALL SUMS DUE, OR TO BECOME DUE	SEE PAPER APART DOCUMENT	LLOYDS BANK PLC AS AGENT AND TRUSTEE FOR ITSELF & OTHERS

Memoranda of Satisfaction and Appointments etc. of Receivers

N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

COMPANY: SC122077 CHARGE: 3

(8)	(9)	(10)	(11)	(12)		
In the case of a floating charge, a statement of the provisions, if any, prohibiting or restricting the creation by the company of any fixed security or any other floating charge having priority over, or ranking <i>pari passu</i> with the floating charge.	In the case of a floating charge, a statement of the provisions if any regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property the subject of the floating charge or any part of it.	Amount or rate per cent of the Commission Allowance or discount	Memoranda of Satisfaction	Receiver		
				Name	Date of Appointment	Date of Ceasing to act
			3/ 9/96 FULLY			

N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

REGISTER of Charges, Alterations to Charges,

COMPANY: SC122077 CHARGE: 4

(1) Date of Registration	(2) Serial Number of Document on File	(3) Date of Creation of each Charge and Description thereof	(4) Date of the aquisition of the Property	(5) Amount secured by the Charge £	(6) Short Particulars of the Property Charged	(7) Names of the Persons entitled to the Charge
29/05/1992		11/ 5/92 82 (SUPPLEMENTAL DEBENTURE)		ALL SUMS DUE, OR TO BECOME DUE	BY WAY OF FIRST LEGAL MORTGAGE AND FLOATING CHARGE	LLOYDS BANK PLC

Memoranda of Satisfaction and Appointments etc. of Receivers

N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

COMPANY: SC122077 CHARGE: 4

(8)	(9)	(10)	(11)	(12)		
In the case of a floating charge, a statement of the provisions, if any, prohibiting or restricting the creation by the company of any fixed security or any other floating charge having priority over, or ranking <i>pari passu</i> with the floating charge.	In the case of a floating charge, a statement of the provisions if any regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property the subject of the floating charge or any part of it.	Amount or rate per cent of the Commission Allowance or discount	Memoranda of Satisfaction	Receiver		
				Name	Date of Appointment	Date of Ceasing to act
			19/11/93 PARTIAL PROPERTY RELEASE 3/ 9/96 FULLY			

N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

REGISTER of Charges, Alterations to Charges,

COMPANY: SC122077 CHARGE: 5

(1) Date of Registration	(2) Serial Number of Document on File	(3) Date of Creation of each Charge and Description thereof	(4) Date of the aquisition of the Property	(5) Amount secured by the Charge £	(6) Short Particulars of the Property Charged	(7) Names of the Persons entitled to the Charge
16/11/1993 GUARANTEE AND DEBENTURE		28/10/93 FLOATING CHARGE		ALL SUMS DUE, OR TO BECOME DUE	UNDERTAKING AND ALL PROPERTY AND ASSETS PRESENT AND FUTURE OF THE COMPANY INCLUDING UNCALLED CAPITAL SEE COMPANIES HOUSE MICROFICHE FOR MORE INFORMATION	LLOYDS BANK PLC AS AGENT AND TRUSTEE FOR THE FINANCE PARTIES

Memoranda of Satisfaction and Appointments etc. of Receivers

N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

COMPANY: SC122077 CHARGE: 5

(8)	(9)	(10)	(11)	(12)		
In the case of a floating charge, a statement of the provisions, if any, prohibiting or restricting the creation by the company of any fixed security or any other floating charge having priority over, or ranking <i>pari passu</i> with the floating charge.	In the case of a floating charge, a statement of the provisions if any regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property the subject of the floating charge or any part of it.	Amount or rate per cent of the Commission Allowance or discount	Memoranda of Satisfaction	Receiver		
				Name	Date of Appointment	Date of Ceasing to act
COMPANY ARE EXPRESSLY PROHIBITED FROM CREATING SUBSEQUENT FIXED SECURITY HAVING PRIORITY OVER OR RANKING EQUALLY WITH THE FLOATING CHARGE			3/ 9/96 FULLY			

N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

REGISTER of Charges, Alterations to Charges,

COMPANY: SC122077 CHARGE: 6

(1) Date of Registration	(2) Serial Number of Document on File	(3) Date of Creation of each Charge and Description thereof	(4) Date of the aquisition of the Property	(5) Amount secured by the Charge £	(6) Short Particulars of the Property Charged	(7) Names of the Persons entitled to the Charge
17/11/1993		28/10/93 SUPPLEMENTAL DEED		ALL SUMS DUE, OR TO BECOME DUE	UNDERTAKING AND ALL PROPERTY AND ASSETS PRESENT AND FUTURE OF THE COMPANY INCLUDING UNCALLED CAPITAL SEE COMPANIES HOUSE MICROFICHE FOR MORE INFORMATION	LLOYDS BANK PLC AS AGENT AND TRUSTEE FOR THE AGENTS AND THE LENDERS

Memoranda of Satisfaction and Appointments etc. of Receivers

N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

COMPANY: SC122077 CHARGE: 6

(8)	(9)	(10)	(11)	(12)		
In the case of a floating charge, a statement of the provisions, if any, prohibiting or restricting the creation by the company of any fixed security or any other floating charge having priority over, or ranking <i>pari passu</i> with the floating charge.	In the case of a floating charge, a statement of the provisions if any regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property the subject of the floating charge or any part of it.	Amount or rate per cent of the Commission Allowance or discount	Memoranda of Satisfaction	Receiver		
				Name	Date of Appointment	Date of Ceasing to act
			3/ 9/96 FULLY			