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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

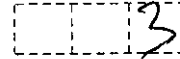
Pursuant to section 419(1) (a) of the Companies Act 1985

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.

~~(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

M D Precious

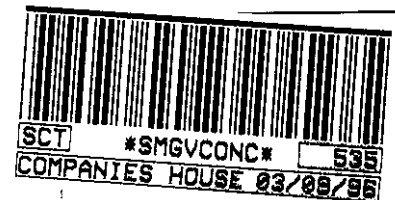
the 2 day of September
ninety six

one thousand nine hundred and
before me [Signature] 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

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

For official use
Charges Section

[Handwritten mark]



Particulars of the charge to which the application overleaf refers

Please do not
write in
this margin

Date of creation of the charge

20 March 1992

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 *

2 April 1992

* the date of
registration may
be confirmed from
the certificate

Short particulars of property charged

By first legal mortgage, (i) all interests in the Real Property, and (ii) all present and future freehold and leasehold property, together with all buildings and all proceeds of sale thereof, any amounts advanced by any mortgagee under any encumbrance thereof, and the benefit of any covenants for title given by any predecessors.

By first fixed charge, the interests in (i) all plant and machinery on the Real Property or in the Chargor's possession; (ii) the benefits in respect of the Insurances; and (iii) the benefit of licences, consents and authorisations held in connection with the businesses or the Real Property.

By first fixed charge, all interests in relation to the Partnership.

By first floating charge, all property, assets, rights and income.

[See continuation sheet]

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

CERTIFICATE

I ARTHUR STEPHEN GILLESPIE

of ALLAN & OVERY, ONE NEW CHANGE, LONDON, EC4

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.