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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

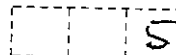
Pursuant to section 419(1) (a) of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf)

For official use

Company number



SC0132920

Name of company

* insert full name of company

* First Tower GP (1) Limited

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

MD Precious

the 2 day of September

one thousand nine hundred and ninety six

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

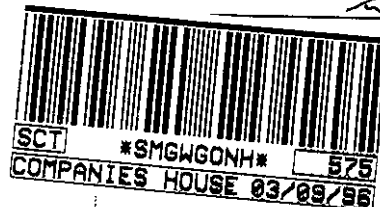
Presentor's name address and reference (if any):
Clifford Chance

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

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

* the date of
registration may
be confirmed from
the certificate

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

Guarantee and Debenture

Date of Registration *

16 November 1993

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, AUTHOR STEPHEN GILLESPIE

of ALLEN & 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.