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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

To the Registrar of Companies
(Address overleaf)

For official use

Company number

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

1121

SC132920

Name of company

* First Tower GP (1) Limited

* insert full name of company

I, CITERRY LYN HOKING

of ONE CANADA SQUARE, LONDON E14 5AB
JOINT

[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]~~xx

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

1 Canada Sq
Canary Wharf
London

Declarant sign below

the 30th day of April
one thousand nine hundred and 97
before me Martin Condlake

C. Hoking

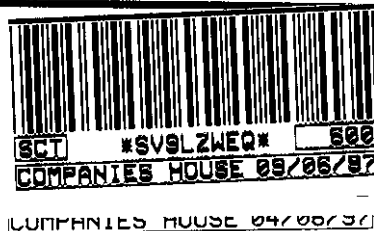
A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

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

Clifford Chance
200 Aldersgate Street
London EC1A 4JJ

Ref: TS/C4042/864/HCP

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

See attached schedule

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

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

See attached schedule

† insert a description
of the instrument(s)
creating or
evidencing the
charge, eg
'Charge',
'Debenture' etc.

Date of Registrationø

See attached schedule

ø the date of
registration may
be confirmed from
the certificate

Short particulars of property charged

See attached schedule

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

CERTIFICATE

I Anthony G. Buckland

of Banker Trustee Company Limited

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

† delete as
appropriate

Signature

A. G. Buckland

Date

19/5/97

Note

The address of the Registrar of Companies is:-

Companies House
100-102 George Street
Edinburgh
EH2 3DJ

company and all bills of
exchange, promissory notes
and other negotiable
instruments, goodwill,
uncalled capital and
intellectual property rights.

27/12/95

~~Charge~~

12/1/96

~~Fixed charge over claw back
rights~~

10/10/96

Floating Charge Debenture

31/10/96

Fixed charge on various
assets and floating charge on
all assets

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: SC132920 CHARGE: 9

(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
12/01/1996 DEBENTURE		27/12/95 FLOATING CHARGE		THE PAYMENT AND DISCHARGE OF THE LIABILITIES	SEE CH MICROFICHE	BANKERS TRUSTEE COMPANY LIMITED AS SECURITY AGENT 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: SC132920 CHARGE: 9

(8) 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.	(9) 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.	(10) Amount or rate per cent of the Commission Allowance or discount	(11) Memoranda of Satisfaction	(12) Receiver		
				Name	Date of Appointment	Date of Ceasing to act
			9/ 6/97 FULLY			

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

COMPANY: SC132920 CHARGE: 9

Instruments of Alteration to a Floating Charge					
(13) Date of Execution	(14) Names of the persons who have executed the instrument	(15) 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.	(16) The provisions, if any, varying or otherwise regulating the order of the ranking of the floating charge in relation to fixed securities or to other floating charges.	(17) Short particulars of any property released from the floating charge	(18) The amount, if any, by which the amount secured by the floating charge has been increased. £
	<p>THE COMPANY AND OTHERS..... SEE CH MICROFICHE</p> <p>CANARY WHARF HOLDINGS LIMITED AND OTHERSSEE CH MICROFICHE</p>				

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: SC132920 CHARGE: 10

(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
12/01/1996		27/12/95 CHARGE		THE PAYMENT AND DISCHARGE OF THE LIABILITIES	FIXED CHARGE OVER CLAW BACK RIGHTS-SEE CH MICROFICHE	BANKERS TRUSTEE COMPANY LIMITED AS SECURITY AGENT 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: SC132920 CHARGE: 10

(8) 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.	(9) 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.	(10) Amount or rate per cent of the Commission Allowance or discount	(11) Memoranda of Satisfaction	(12) Receiver		
				Name	Date of Appointment	Date of Ceasing to act
			9/ 6/97 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: SC132920 CHARGE: 12

(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
31/10/1996 DEBENTURE		10/10/96 FLOATING CHARGE		ALL SUMS DUE OR TO BECOME DUE BY THE COMPANY AND OTHERS	FIXED CHARGE ON VARIOUS ASSETS AND FLOATING CHARGE ON ALL ASSETSSEE CH MICROFICHE FOR MORE DETAILS	BANKERS TRUSTEE COMPANY LIMITED AS SECURITY AGENT

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: SC132920 CHARGE: 12

(8) 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.	(9) 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.	(10) Amount or rate per cent of the Commission Allowance or discount	(11) Memoranda of Satisfaction	(12) Receiver		
				Name	Date of Appointment	Date of Ceasing to act
			9/ 6/97 FULLY			