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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

13

SC132920

Name of company

* insert full name of company

* FIRST TOWER GP(1) LIMITED

I, MARTIN DAVID RECROSS
of One Canada Square, Canary Wharf, London E14 5AB

~~as 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 ALLEN & OVERY

Declarant sign below

ONE NEW CHANGE

LONDON EC4M 9QQ

the FOURTH day of DECEMBER

one thousand nine hundred and NINETY-SEVEN

before me Brian Carne

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

MD Recross

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

For official use
Charges Section

Post room



Particulars of the charge to which the application overleaf refers

Please to 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 instruments
creating or
evidencing the
charge eg
'Charge',
'Debenture' etc

Date or Registration *

SEE ATTACHED SCHEDULE

* 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

/ We, European Investment Bank

of 100 Boulevard Konrad Adenauer, Luxembourg L-2950

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

J. BROWN

K. ANDREOPOULOS

Date 16.12.1997

Note

The address of the Registrar of Companies is:-

Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

SCHEDULE TO FORM 419(a)

First Tower GP (I) Limited (the "Company")
(Registered No. 132920) (Scotland)

<i>Date of registration</i>	<i>Date of creation of each Charge and description of it</i>	<i>Short particulars of property charged</i>	<i>Name of the Persons entitled to each Charge</i>	<i>Satisfaction</i>
Charge No. 8 10/01/96	27/12/95 Fixed and Floating Charge Debenture	Fixed and floating charge over all assets and undertaking	European Investment Bank	Released in full
Charge No. 13 16/04/97	27/03/97 Fixed and Floating Charge Defeasance Debenture	Fixed and floating charge over all assets and undertaking.	Morgan Stanley & Co International Limited ("MS")	Released in full
Charge No. 14 16/04/97	27/03/97 Clawback Debenture	Fixed charge over all present and future clawback rights (as defined).	MS	Released in full