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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

14

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 CHANGELONDON EC4M 9QQthe FOURTH day of DECEMBERone thousand nine hundred and NINETY-SEVENbefore 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*

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

For official use  
Charges Section

Post room



SCT \*S292D2EY\* 460  
COMPANIES HOUSE 29/12/97

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

Date of 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] ~~to 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

  
T. 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<br>10/01/96    | 27/12/95<br>Fixed and Floating Charge<br>Debenture            | Fixed and floating charge over all assets and undertaking.             | European Investment Bank                               | Released in full    |
| Charge No. 13<br>16/04/97   | 27/03/97<br>Fixed and Floating Charge<br>Defeasance Debenture | Fixed and floating charge over all assets and undertaking.             | Morgan Stanley & Co<br>International Limited<br>("MS") | Released in full    |
| Charge No. 14<br>16/04/97   | 27/03/97<br>Clawback Debenture                                | Fixed charge over all present and future clawback rights (as defined). | MS   | Released in full    |

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: 8

| (1)<br>Date of<br>Registration      | (2)<br>Serial<br>Number of<br>Document<br>on File | (3)<br>Date of Creation of each<br>Charge and Description<br>thereof | (4)<br>Date of the<br>aquisition<br>of the<br>Property | (5)<br>Amount secured<br>by the Charge<br><br>£                     | (6)<br>Short Particulars of<br>the Property Charged                                | (7)<br>Names of the Persons<br>entitled to the Charge |
|-------------------------------------|---|--|--|---|--|---|
| 10/01/1996                          |   | 27/12/95<br>FLOATING CHARGE  |  | ALL SUMS DUE<br>OR TO BECOME<br>DUE BY THE<br>COMPANY AND<br>OTHERS | FIXED AND FLOATING CHARGES ON<br>ASSETS..... SEE CH MICROFICHE FOR FULL<br>DETAILS | EUROPEAN INVESTMENT BANK                              |
| FIXED AND FLOATING CHARGE DEBENTURE |   |  |  |   |  |   |

# 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: 8

| (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 |
| SEE CH MICROFICHE   |  |   | 29/12/97 FULLY            |          |                     |                        |

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

COMPANY: SC132920 CHARGE: 8

| Instruments of Alteration to a Floating Charge |  |   |   |   |   |
|--|--|---|---|---|---|
| (13)<br>Date of Execution                      | (14)<br>Names of the persons who have executed the instrument  | (15)<br>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)<br>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)<br>Short particulars of any property released from the floating charge | (18)<br>The amount, if any, by which the amount secured by the floating charge has been increased.<br><br>£ |
|  | <p>THE COMPANY AND OTHERS..... SEE CH MICROFICHE</p> <p>CANARY WHARF HOLDINGS LIMITED &amp; OTHERS..... SEE CH MICROFICHE</p> <p>THE COMPANY AND OTHERS .....<br/>SEE CH MICROFICHE FOR MORE DETAILS</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: 13

| (1)<br>Date of<br>Registration                 | (2)<br>Serial<br>Number of<br>Document<br>on File | (3)<br>Date of Creation of each<br>Charge and Description<br>thereof | (4)<br>Date of the<br>aquisition<br>of the<br>Property | (5)<br>Amount secured<br>by the Charge<br><br>£                | (6)<br>Short Particulars of<br>the Property Charged  | (7)<br>Names of the Persons<br>entitled to the Charge   |
|--|---|--|--|--|--|---|
| 16/04/1997                                     |   | 27/ 3/97<br>FLOATING CHARGE  |  | ALL PRESENT<br>AND FUTURE<br>OBLIGATIONS<br>AND<br>LIABILITIES | ALL PROPERTY,ALL PLANT AND MACHINERY,ALL<br>BENEFITS AND<br>MONEY.....SEE CH<br>MICROFICHE FOR FURTHER DETAILS | MORGAN STANLEY & CO<br>INTERNATIONAL LIMITED AS<br>AGENT AND TRUSTEE FOR THE<br>FINANCE PARTIES |
| FIXED AND FLOATING CHARGE DEFEASANCE DEBENTURE |   |  |  |  |  |   |

# 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: 13

| (8)<br><br>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)<br><br>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)<br><br>Amount or rate per cent of the Commission Allowance or discount | (11)<br><br>Memoranda of Satisfaction | (12)<br><br>Receiver |                     |                        |
|--|---|---|---------------------------------------|----------------------|---------------------|------------------------|
|  |   |   |                                       | Name                 | Date of Appointment | Date of Ceasing to act |
|  |   |   | 29/12/97 FULLY                        |                      |                     |                        |



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

COMPANY: SC132920 CHARGE: 13

| Instruments of Alteration to a Floating Charge |   |   |   |   |   |
|--|---|---|---|---|---|
| (13)<br>Date of Execution                      | (14)<br>Names of the persons who have executed the instrument         | (15)<br>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)<br>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)<br>Short particulars of any property released from the floating charge | (18)<br>The amount, if any, by which the amount secured by the floating charge has been increased.<br><br>£ |
|  | THE COMPANY AND OTHERS.....-<br>...SEE CH MICROFICHE FOR MORE DETAILS |   |   |   |   |

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: 14

| (1)<br>Date of<br>Registration | (2)<br>Serial<br>Number of<br>Document<br>on File | (3)<br>Date of Creation of each<br>Charge and Description<br>thereof | (4)<br>Date of the<br>aquisition<br>of the<br>Property | (5)<br>Amount secured<br>by the Charge<br><br>£                                       | (6)<br>Short Particulars of<br>the Property Charged | (7)<br>Names of the Persons<br>entitled to the Charge   |
|--------------------------------|---|--|--|---|---|---|
| 16/04/1997                     |   | 27/ 3/97<br>CLAWBACK DEBENTURE                                       |  | ALL<br>MONEYS,DETS<br>AND<br>LIABILITIES<br>WHICH ARE NOW<br>DUE OR MAY<br>BECOME DUE | SEE CH MICROFICHE FOR FULL DETAILS                  | MORGAN STANLEY & CO<br>INTERNATIONAL LIMITED AS<br>AGENT AND TRUSTEE FOR THE<br>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: SC132920 CHARGE: 14

| (8)   | (9)  | (10)  | (11)                      | (12)     |                     |                        |
|---|--|---|---------------------------|----------|---------------------|------------------------|
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|   |  |   |                           | Name     | Date of Appointment | Date of Ceasing to act |
|   |  |   | 29/12/97 FULLY            |          |                     |                        |