

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

119

SC132920

Name of company

* First Tower GP (1) Limited

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

* insert full name of company

I, CITERRY LYN HOKING
of ONE CANARY 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]~~

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 Connell

C. Hoking

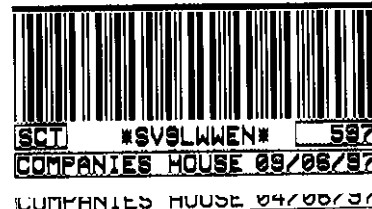
A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Presentor'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

Date of creation of the charge

See attached schedule

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

See attached schedule

Date of Registration‡

See attached schedule

Short particulars of property charged

See attached schedule

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Please
legibly
in
bold
writing

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

‡ the date of
registration may
be confirmed from
the certificate

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.

Signature

A. G. Buckland

Date

19/5/97

† delete as
appropriate

Note

The address of the Registrar of Companies is:-

Companies House
100-102 George Street
Edinburgh
EH2 3DJ

SCHEDULE

Date and Description of Charge	Date of Registration	Short Particulars of Property Charged
27/12/95 Floating Charge Debenture	12/1/96	By way of legal mortgage, the Mortgaged Property and any Real Property (other than the Excluded Assets), all as defined in Form 410 relative to this charge, now belonging to the company and the proceeds of all or any part thereof. By way of fixed charge, all Shares (as defined in Form 410 relative to this charge) held now or in the future by the company, all present and future estates or interests in any Real Property belonging to the company and all proceeds of sale thereof, all plant and machinery now or in the future owned by the company, all moneys from time to time standing to the credit of the company's present and future accounts, all present and future bookdebts and the proceeds thereof, the benefit of all rights, securities and guarantees, all present and future rights and benefits under any letters of credit issued in its favour of the

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

10/10/96

Floating Charge Debenture

31/10/96

Fixed charge over claw back rights

Fixed charge on various assets and floating charge on all assets