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in black type or
bold block
lettering

*Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

1**395**

To the Registrar of Companies

For official use Company number

M3

2609425

Name of company

* Walton Consulting Limited

Date of creation of the charge

1st July, 1994

Description of the instrument (if any) creating or evidencing the charge (note 2)

Deed of Deposit supplemental to a lease dated 1st July, 1994 relating
to Sixth Floor Offices, 90/94 Fleet Street, London EC4 ("the Lease")

Amount secured by the mortgage or charge

The whole or any part of the rents reserved by the Lease or any money
(including interest) payable pursuant to the Lease or any expense
incurred by LRT Pension Fund Trustee Company Limited or due to
LRT Pension Fund Trustee Company Limited in consequence of any failure
by Walton Consulting Limited to observe and perform the covenants and
obligations of and conditions binding Walton Consulting Limited
contained in the Lease.

Names and addresses of the mortgagees or persons entitled to the charge

LRT Pension Fund Trustee Company Limited,

55 Broadway,

London

Postcode

SW1H 0BD

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

Messrs Herbert Smith,
Exchange House,
Primrose Street,
London EC2A 2HS.

For official use

Mortgage section

Post room

19 JUL 1994



Short particulars of all the property mortgaged or charged

All monies from time to time standing to the credit of an interest bearing account opened in the name of LRT Pension Fund Trustee Company Limited with a bank or other institution of LRT Pension Fund Trustee Company Limited's choosing or such other account or fund on the money market as LRT Pension Fund Trustee Company Limited from time to time in its absolute discretion may select in accordance with the provisions of a Deed of Deposit dated 1st July, 1994 and made between (1) LRT Pension Fund Trustee Company Limited and (2) Walton Consulting Limited wherein is held the Deposit Balance (as that term is defined in the said Deed of Deposit).

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

Particulars as to commission allowance or discount (note 3)

N/A

Signed

Herbert Smith

Date

10th July 1994

On behalf of ~~[company]~~ [mortgagee/chargee]*

*Delete as appropriate

Notes

1. The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
2. A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
3. In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
4. If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 02609425

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF DEPOSIT SUPPLEMENTAL TO A LEASE DATED 1st JULY 1994 DATED THE 1st JULY 1994 AND CREATED BY WALTON CONSULTING LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO LRT PENSION FUND TRUSTEE COMPANY LIMITED UNDER THE TERMS OF THIS LEASE (AS DEFINED) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 19th JULY 1994.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd JULY 1994.

M. SAHA

for the Registrar of Companies



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22 JUL 94