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COMPANIES FORM No. 395

395

Particulars of a mortgage or charge

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

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

*Insert full name
of company

To the Registrar of Companies

For official use Company number

15

14259

Name of company

* MIDLAND BANK PLC

Date of creation of the charge

10th May 1995

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

CUSTODY AGREEMENT dated 10th May 1995 (the "Custody Agreement")
made between Midland Bank plc and Morgan Guaranty Trust Company of
New York, Brussels office ("Morgan Brussels")

Amount secured by the mortgage or charge

All amounts referred to in Section 13 and 14 of the Custody
Agreement:

the payment of fees, assessments, charges and expenses as well
as any other obligation or liability of any kind which Midland
Bank plc may have to Morgan Brussels in connection with the
Custody Agreement.

26 MAY 1995

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

Morgan Guaranty Trust Company of New York, Brussels office,
35 Avenue des Arts, 1040 Brussels, Belgium.

Postcode

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

Slaughter and May
35 Basinghall Street
London EC2V 5DB

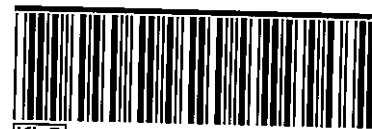
Ref: RMF/PRC

For official use
Mortgage section

REGISTERED

25 MAY 1995

Post room



KLD *K10L5B0R* 1867
COMPANIES HOUSE 25/05/95

Time critical reference

Short particulars of all the property mortgaged or charged

Please do not
write in
this margin

1. The collected balance from time to time in the Belgian Franc denominated deposit account in the name of Midland Bank plc held with Morgan Brussels and created pursuant to Section 5 of the Custody Agreement.
2. Any stocks bonds notes debentures or other securities held (either physically or by book-entry) from time to time for the account of Midland Bank plc by Morgan Brussels or by one of its Securities Depositories as defined in the Custody Agreement.

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed *Slaughter and May*

Date 24.05.95

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. 00014259

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CUSTODY AGREEMENT DATED THE 10th MAY 1995 AND CREATED BY MIDLAND BANK PUBLIC LIMITED COMPANY FOR SECURING THE PAYMENT OF FEES, ASSESSMENTS, CHARGES AND EXPENSES AS WELL AS ANY OTHER OBLIGATION OR LIABILITY OF ANY KIND WHICH THE COMPANY MAY HAVE TO MORGAN GUARANTY TRUST COMPANY OF NEW YORK, BRUSSELS OFFICE IN CONNECTION WITH THE CUSTODY AGREEMENT WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 25th MAY 1995.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 30th MAY 1995.

N. S. Berkley
N. S. BERKLEY

for the Registrar of Companies

