



COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

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write in
this margin

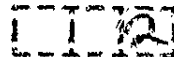
Pursuant to section 395 of the Companies Act 1985

Please complete
fully, preferably
in block type, or
bold block lettering

To the Registrar of Companies

For official use

Company number



14259

Name of company

MIDLAND BANK Plc (the "Chargor")

* Insert full name
of company

Date of creation of the charge

26 November 1992

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

Master ECU Collateral Charge Agreement

See continuation sheet no. 1 page 1

Amount secured by the mortgage or charge

All amounts which are or may become payable by the
Chargor in respect of the principal of, interest on or
otherwise in respect of each drawing made by the
Chargor under the Master ECU Liquidity Facility
Agreement between the Bank and the Companies dated
26 November 1992.

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

See continuation sheet no 1 page 3

Postcode

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

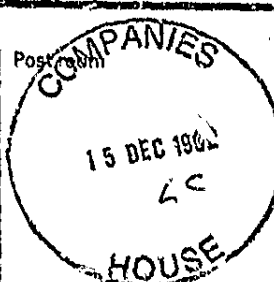
Freshfields
65 Fleet Street
London
EC4Y 1HS
Ref: GWM/AMN/RGF

For official Use
Mortgage Section

REGISTERED

15 DEC 1992

Postcode



Time critical reference

State particulars of all the property mortgaged or charged

All amounts from time to time standing to the credit of the Chargor's Pledged Account, being an account maintained by the Chargor with the Bank and designated "ECU Collateral Pledged-Out Account"

Please do not
insert in
this margin

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

Particulars as to commission allowance or discount (note 3)

None

Signed

Freshfield

Date

15 December 1992

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.

Please do not
write in this
marginal space

Particulars of a mortgage or charge (continued)

Continuation sheet No 1
to Form No 395 and 410 (Scot)

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

Company number

14259

Name of company

MIDLAND BANK Plc (the "Chargor")

~~Deleted~~*

*delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (show 2)

A Master ECU Collateral Charge Agreement between
the Governor and Company of the Bank of England
(the "Bank") (1) and the Chargor and:-

The Bank of Tokyo, Ltd
Barclays Bank Plc.
Citibank, N.A.
Credit Suisse
The Industrial Bank of Japan Limited
Lloyds Bank Plc.
National Westminster Bank Plc.
Standard Chartered Bank
Swiss Bank Corporation
Union Bank of Switzerland

(collectively the "Companies") (2)

Amount due or owing on the mortgage or charge (continued)

Please do not
write in this
binding margin

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

The Bank of Tokyo, Ltd., Finsbury Circus House, 12-15
Finsbury Circus, London EC2M 7BT

Barclays Bank Plc., 54 Lombard Street, London EC3P 3AH

Citibank, N.A., 336 Strand, London WC2R 1HB

Credit Suisse, 24 Bishopsgate, London EC2N 4BQ

The Industrial Bank of Japan Limited, Bracken House,
1 Friday Street, London EC4M 9JA

Lloyds Bank Plc., 71 Lombard Street, London EC3P 3BS

National Westminster Bank Plc., 41 Lothbury, London
EC2P 2BP

Standard Chartered Bank, 1 Aldermanbury Square,
London EC2V 7SB

Swiss Bank Corporation, 1 High Timber Street, London
EC4V 3SB

Union Bank of Switzerland, PO Box No.428,
100 Liverpool Street, London EC2M 2RH

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



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

I hereby certify that a mortgage or charge dated the 26th NOVEMBER 1992
and created by MIDLAND BANK PUBLIC LIMITED COMPANY

for securing all moneys due or to become due from the Company to THE
GOVERNOR AND COMPANY OF THE BANK OF ENGLAND (the "BANK") AND THE OTHER
COMPANIES AS DEFINED IN THIS AGREEMENT AND UNDER THE MASTER ECU LIQUIDITY
FACILITY AGREEMENT DATED 26th NOVEMBER 1992

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 15th DECEMBER 1992

Given under my hand at the Companies Registration Office,
Cardiff the 22nd DECEMBER 1992

No. 14259

A handwritten signature in dark ink, appearing to read 'I. L. Davies'.

I. L. DAVIES
an authorised officer

C.69

LC
22.12