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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985

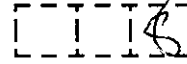
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Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number



2065

Name of company

* Lloyds Bank Plc

*insert full name of company

Date of creation of the charge

27 July, 1998.

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

Foreign Banking Institution Account Agreement. *UK - 153-20*

Amount secured by the mortgage or charge

Any overdraft, as well as any other obligation due or to become due to the Federal Reserve Bank of New York, the Federal Reserve Bank of Atlanta, or any other Federal Reserve Bank in the United States of America.

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

Federal Reserve Bank of New York, Federal Reserve Bank of Atlanta, and any other Federal Reserve Bank in the United States. Care of: Federal Reserve Bank of New York, 33 Liberty Street, New York, NY 10045-0001, USA.

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

LLOYDS BANK
71 Lombard St
London EC3A 3BS

Time critical reference

For official use
Mortgage Section

Post room



PMO *PCJBA8Q3* 92
COMPANIES HOUSE 14/08/98

Short particulars of all the property mortgaged or charged

All Relevant Assets of Lloyds Bank Plc. "Relevant Assets" means all assets of Lloyds Bank Plc in the possession of or held for the account of any Federal Reserve Bank in the United States of America, including (without limitation) book debts, accounts, moneys held on deposit, securities, bonds, notes, commercial paper, certificates of deposit, United States Treasury Notes, United States Government obligations, and other similar financial instruments.

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Particulars as to commission allowance or discount (note 3)

Not applicable.

Signed

[Signature] [On To Itself]

Date

13/8/98

On behalf of [company] (~~mortgagee/chargee~~)[†]

[†] delete as appropriate

- 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. 00002065

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FOREIGN BANKING INSTITUTION ACCOUNT AGREEMENT WHICH WAS CREATED OUTSIDE THE U.K. COMPRISING OF PROPERTY WITHIN THE U.K. DATED THE 27th JULY 1998 AND CREATED BY LLOYDS BANK PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ANY OTHER FEDERAL RESERVE BANK IN THE UNITED STATES, FEDERAL RESERVE BANK OF ATLANTA AND FEDERAL RESERVE BANK OF NEW YORK WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 14th AUGUST 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17th AUGUST 1998.

A handwritten signature in cursive script, appearing to read 'A. Hamilton'.

A. HAMILTON

for the Registrar of Companies

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17/8
A handwritten signature in cursive script, possibly reading 'P. Hamilton'.



C O M P A N I E S H O U S E