

013468/110

395

Particulars of a mortgage or charge

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

CHFP025

Please do not write in this margin

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

*insert full name of Company

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

1137

1160C

Name of company

* The City of London Real Property Company Limited (the "Company")

Date of creation of the charge

30th June, 2004

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

Deed of Covenant (the "Deed") dated 30th June, 2004 made between Land Securities PLC (1), the Company (2), certain other companies whose registered numbers and offices are specified therein (3) and The Prudential Assurance Company Limited (the "Trustee") (4).

Amount secured by the mortgage or charge

The principal of and interest on the £200,000,000 10 per cent. First Mortgage Debenture Stock 2027 of Land Securities PLC and all other moneys intended to be secured by the Deed, by the Trust Deed dated 1st October 1991 (the "Trust Deed") and by the deeds supplemental thereto dated 31st March 1993, 8th April 1993, 7th February 1995, 11th October 1996, 7th September 1998, 30th March 1999, 28th September 1999, 29th February 2000, 18th August 2000, 5th December 2000, 27th December 2000, 6th March 2001, 9th May 2001, 31st October 2001, 14th November 2001, 21st February 2002, 12th December 2002, 26th August 2003, 31st October 2003, 27th February 2004 and 26th May 2004.

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

The Prudential Assurance Company Limited
Laurence Pountney Hill
London

(THE TRUSTEE)
FROM ABOVE

Postcode EC4R 0HH

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

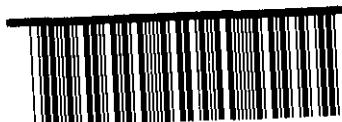
Slaughter and May
One Bunhill Row
London
EC1Y 8YY
Ref: JEFR/JRXP

PA LandSec 395

Time critical reference

For official Use
Mortgage Section

Post room



LD5
COMPANIES HOUSE

LH5NYWNB

0468
09/07/04

of all the property mortgaged or charged

has assigned to the Trustee all moneys payable by virtue of any insurances on the Relevant Property (as defined in the Deed) including (without prejudice to the generality of the foregoing) insurances effected pursuant to Clauses 17(A)(13) and 17(A)(14) (subject as thereby provided) of the Trust Deed and such moneys shall be deemed to be part of the Mortgaged Property (as defined in the Trust Deed) and shall be paid to the Trustee and applied in accordance with Clauses 17(A)(13) and 17(A)(14) (as applicable) of the Trust Deed.

Please do not
write in
this margin

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed

[Signature]

Date

8th July, 2004

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

A fee of £10 is
payable to
Companies House
in respect of each
register entry for a
mortgage or
charge.
(See Note 5)

†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.
- 5 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF14 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00001160

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF COVENANT DATED THE 30th JUNE 2004 AND CREATED BY CITY OF LONDON REAL PROPERTY COMPANY LIMITED (THE) FOR SECURING £200,000,000 10 PER CENT. FIRST MORTGAGE DEBENTURE STOCK 2027 OF LAND SECURITIES PLC AND ALL MONIES DUE OR TO BECOME DUE TO THE PRUDENTIAL ASSURANCE COMPANY LIMITED (THE TRUSTEE) UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 9th JULY 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 13th JULY 2004.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

LC
Pam