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bold block lettering

\*insert full name  
of company

## COMPANIES FORM No. 395

### Particulars of a mortgage or charge

# 395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

Name of company

\* CANARY WHARF LIMITED whose registered office is at One Canada Square,  
Canary Wharf, London E14 5AB

Date of creation of the charge

30 March 1998

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

LEGAL CHARGE made between (1) Canary Wharf Limited ("CWL") and (2) W&G  
Lease Finance Limited (as trustee under a declaration of trust dated 27  
December 1995) ("W&G") ("the Legal Charge")

Amount secured by the mortgage or charge

All moneys and all obligations and liabilities now or hereafter due,  
owing or incurred to W&G by it under or pursuant to the Documentation  
which has the meaning attributed to it in an Agreement for Lease and  
Leaseback dated 27 December 1995 and made between CWL (1) W&G (2) and  
Canary Wharf Management Limited (3) relating to part ground floor and  
floors 1-6 inclusive of 20 Cabot Square Canary Wharf London E14 and/or  
this Legal Charge when the same become due for payment or discharge  
whether by acceleration or otherwise, and whether such moneys,  
obligations or liabilities are express or implied; present, future or  
contingent; joint or several; incurred as principal or surety;  
originally owing to W&G or purchased or otherwise acquired by it;  
denominated in sterling or in any other currency; or incurred on any  
banking or other account or in any other manner whatsoever.

See continuation Sheet 1

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

W&G LEASE FINANCE LIMITED whose registered office is at The Quadrangle,  
The Promenade, Cheltenham, Gloucestershire GL50 1PX as trustee for  
itself and The Royal Bank of Scotland plc under a declaration of trust  
dated 27 December 1995 (the "Declaration of Trust")

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

Norton Rose  
Kempson House  
Camomile Street  
London  
EC3A 7AN

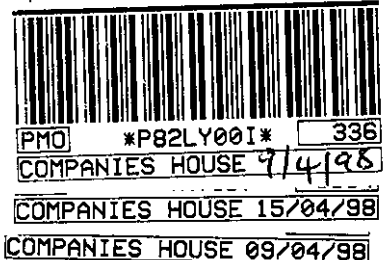
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Time critical reference

For official use  
Mortgage Section

NON-PART  
REGISTER  
9.4.98

Post room



An assignment by way of security of the right to receive the rent payable under clause 3.1(a) of a lease of premises forming part of 20 Cabot Square Canary Wharf made between CWL (1) Canary Wharf Management Limited (2) Morgan Stanley UK Group (3) and Morgan Stanley Group Inc (4) together with all rights and privileges of CWL under the provisions (if any) for the review of rent contained therein

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Particulars as to commission allowance or discount (note 3)

Signed *Norton Rose*

Date *15/4/98*

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.

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# Particulars of a mortgage or charge (continued)

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

CHA 116

Please complete  
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bold block lettering

Company Number

1971312

Name of Company

CANARY WHARF LIMITED

Limited\*

\* delete if  
inappropriate

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

Contd/.....

The liabilities referred to above are defined in the Legal Charge as including

- (a) interest (both before and after judgment) to date of payment at such rates and upon such terms as may from time to time be agreed, commission, fees and other charges and all legal and other costs, charges and expenses on a full and unqualified indemnity basis which may be incurred by W&G in relation to any of the Secured Obligations (as hereinafter defined) or generally in respect of CWL;
- (b) all liabilities arising from the issue, acceptance, endorsement, confirmation or discount of any negotiable or non-negotiable instruments, documentary or other credits, bonds, guarantees, indemnities, financial derivatives or other instruments of any kind; and
- (c) all liabilities under or in connection with foreign exchange transactions, interest rate swaps and other arrangements entered into for the purpose of limiting exposure to fluctuations in interest or exchange rates; or
- (d) sums in respect of which W&G has a claim against CWL as a result of any breach, disclaimer or repudiation of the Documentation or any part of it.

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01971312

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 30th MARCH 1998 AND CREATED BY CANARY WHARF LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO W & G LEASE FINANCE LIMITED ON ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF THE AGREEMENT FOR LEASE AND LEASEBACK DATED 27th DECEMBER 1995 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 9th APRIL 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20th APRIL 1998.

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

PHIL DAVIES

for the Registrar of Companies



C O M P A N I E S   H O U S E

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