

403a

Pursuant to section 403(1) of the Companies Act 1985

For official use Company number

11-11-82

1971312

Name of company

* Canary Wharf Limited (the "Company")

of 56 Madeira Park, Tunbridge Wells, Kent, TN2 5SX

~~XXXXXXXXXX~~ [the secretary] ~~XXXXXXXXXXXXXXXXXXXX XXXXXXXXXXXXXXXXXXXXXXXX~~ † of the above company, do

solemnly and sincerely declare that the debt for which the charge described below was given has been paid or satisfied in (full) ~~(part)~~ part

Date and Description of charge ‡	Subordination Deed dated 19 October 2001 (the "Deed")
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Date of Registration § 30 October 2001

Name and address of ~~XXXXXX~~ [trustee for the debenture holders] Aareal Bank AG
(previously known as DePfa Bank AG), Paulinstraße 15, 65189 Wiesbaden,
Germany (the "**Agent**")

Short particulars of property charged ☐ See attached Schedule.

§ The date of registration may be confirmed from the certificate

Ø Insert brief details of property

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835. *E. J. D.*

Declared at ~~ONE CANADA SQUARE~~ Declarant to sign below

~~GARY HURF, LONDON~~ 55 MADEIRA PARK
TUNBRIDGE WELLS, KENT

Day Month Year

on

2	6
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0	8
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2	0	0	3
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before me

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

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

Clifford Chance LLP
200 Aldersgate Street
London
EC1A 4JJ

JTPR/C4395/03320/DNP

For official use
Mortgage section

Post room



LD2
COMPANIES HOUSE

0338
28/08/08

Notes

The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ

Schedule to Form 403a dated 26/9/03 *✓*
for Canary Wharf Limited
(registered in England and Wales number 1971312)

1. **SHORT PARTICULARS OF PROPERTY CHARGED**

1.1 The Company, as a Subordinated Creditor under the Deed has undertaken to the Agent that if any amount of the Subordinated Liabilities that is discharged or purported to be discharged by payment, repayment, prepayment, set-off or in any other manner in breach of Clauses 2, 3 or 5 of the Deed the Company shall;

- (a) If the Company actually receives such amount, then it shall hold it on trust for the Agent and immediately pay it to the Agent for application towards the Senior Liabilities;
- (b) If the Company does not actually receive such amount, as a result of discharge by set-off or otherwise, or if the trust referred to above is invalid or unenforceable for any reason, then the Company shall pay to the Agent an amount equal to that discharged or purported to be discharged.

2. **DEFINED TERMS**

In this Form 403a the following terms have the following meanings:

"**Finance Party**" means DePfa Bank AG as Agent, DePfa Bank AG, London Branch as Arranger, DePfa Bank AG, London Branch as a Bank and any counterparty to any hedging arrangement.

"**Finance Document**" means:

- (a) the Credit Agreement dated 12 October 2001 between the Obligors and the Finance Parties;
- (b) the Debenture dated 19 October 2001 between the Obligors, Canary Wharf Holdings Limited, Canary Wharf Limited, Canary Wharf Contractors Limited, Canary Wharf Investments Limited and the Agent;
- (c) the CWL Charge dated 19 October 2001 between Canary Wharf Limited and the Agent;
- (d) the CWCL Charge dated 19 October 2001 between Canary Wharf Contractors Limited and the Agent;
- (e) the Shares Charge dated 19 October 2001 between Canary Wharf Investments Limited and the Agent;
- (f) the Deed;
- (g) any hedging arrangement;

- (h) a novation certificate in the form attached to the Credit Agreement;
- (i) the Fee Letter dated 12 October 2001 between the Agent and Canary Wharf Holdings DS4 Limited; or
- (j) any other document designated as such by the Agent and Canary Wharf Holdings (DS4) Limited.

"Obligor" means Canary Wharf Holdings (DS4) Limited, Canary Wharf (DS4) Limited, Canary wharf (DS4) T1 Limited, Canary Wharf (DS4) T2 Limited, Canary Wharf Contractors (DS4) Limited, Canary wharf Investments (DS4) Limited and Canary Wharf Investment Holdings (DS4) Limited.

"Senior Liabilities" means all present and future sums, liabilities and obligations payable or owing by an Obligor (whether actual or contingent), jointly or severally or otherwise howsoever) arising under or in connection with the Finance Document to each Finance Party .

"Subordinated Liabilities" means all present and future sums, liabilities and obligations payable or owing by an Obligor (whether actual or contingent, jointly or severally or otherwise howsoever) to each Subordinated Creditor .

"Subordinated Creditors" means the Company, Canary Wharf Limited, Canary Wharf Holdings Limited and Canary Wharf Contractors Limited.