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COMPANIES FORM No. 395

Particulars of a mortgage or charge

096834/10

395

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

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

[]

03863230

Name of company

* Silvertown Quays Limited (the "Company")

Date of creation of the charge

3 July 2003

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

First Priority Assignment

Amount secured by the mortgage or charge

All obligations whatsoever and whensoever arising in favour of London Development Agency (whether of payment, indemnity, performance or otherwise) under or pursuant to (i) the Master Development Agreement dated 28 October 2002 made between London Development Agency, the Company, KUD Limited and KUD International LLC relating to the development of the Silvertown Dock in the London borough of Newham, (ii) the Agreements dated 3 July 2003 made between London Development Agency and the Company for the granting of leases to the Company in respect of certain parts of the said Silvertown Dock (the "Agreements for Lease") and (iii) any and all leases granted pursuant to the Agreements for Lease.

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

London Development Agency, Devon House, 58-60 St Katherine's Way, London E1W1JA

Postcode

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

Stephenson Harwood
One St. Paul's Churchyard
London
EC4M 8SH

1252/01-39-01381/295033.1

Time critical reference

For official Use
Mortgage Section

Post room



LD5
COMPANIES HOUSE

0108
08/07/03

CHFP025

Please do not
write in
this margin

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

*insert full name
of Company

The benefit of an assignment in favour of the Governor and the Company of the Bank of Scotland (the "Bank") of the Agreements for Lease and any and all leases granted pursuant thereto (the "Bank's Assignment") and all monies and claims for money whatsoever due and/or to become due to the Company under or pursuant to the Bank's Assignment including, without limitation, damages and other payments (whether awarded by any Court or Arbitral Tribunal or by agreement or otherwise) for breach of the Bank's Assignment or for breach of any duty of care owed to the Company under the Bank's Assignment or owed to the Company in connection with the enforcement of the Bank's Assignment by the Bank and in particular, without limitation, in connection with any sale effected pursuant to such enforcement by the Bank or by any receiver appointed by the Bank under the Debenture granted to the Bank by the Company on 3 July 2003.

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

Stephensen Hammond

Date

7th July 2003

On behalf of ~~XXXXXX~~ [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. 03863230

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FIRST PRIORITY ASSIGNMENT DATED THE 3rd JULY 2003 AND CREATED BY SILVERTOWN QUAYS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO LONDON DEVELOPMENT AGENCY ON ANY ACCOUNT WHATSOEVER 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 8th JULY 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10th JULY 2003.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —