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in black type, or
bold block lettering

* insert full name
of Company

COMPANIES FORM No. 395

157697 / 13

Particulars of a mortgage or charge

395

A fee of £13 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

10

3920512

Name of company

* Chapelfield GP Limited (the "Chargor")

Date of creation of the charge

27 October 2005

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

A legal charge dated 27 October 2005 and entered into between the Chapelfield Partnership (the "Principal"), the Chargor, Chapelfield Nominee Limited and Lend Lease Norwich Limited (the "Legal Charge")

Amount secured by the mortgage or charge

all payments due by the Principal to the Chargee pursuant to the Development & Letting Services Agreement made between the Principal (1), CSC Chapelfield Limited (2) and the Chargee (3) dated 23 December 2002 (as amended by Deeds of Variation dated 20th September and 5th October 2005) together with all costs, charges and expenses incurred by the Chargee in connection with the protection, preservation or enforcement of its rights under the Documents or any of them (the "Secured Liabilities")

Definitions

In this form,

"Documents"

means any document containing provisions relating to the payment of any of the Secured Liabilities and any side letters relating thereto.

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

Lend Lease Norwich Limited (a company registered in England and Wales with company number 03787279) (the "Chargee"), 142 Northolt Road, Harrow, Middlesex

Postcode HA2 0EE

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

Nabarro Nathanson
Lacon House
Theobald's Road
London WC1X 8RW

BN/CVS/C2395/00875 #50369384

Time critical reference

For official Use (02/00)

Mortgage Section



LD2
COMPANIES HOUSE

489
31/10/2005

Short particulars of all the property mortgaged or charged

1. By way of continuing security in favour of the Chargee for the payment, discharge and performance of the Secured Liabilities, the Chargor with full title guarantee charged to the Chargee by way of first legal mortgage, the Property.
2. By way of continuing security in favour of the Chargee for the payment discharge and performance of the Secured Liabilities, the Chargor with full title guarantee assigned absolutely to the Chargee the Insurances and the proceeds thereof.

Definitions

In this form,

"Fixtures"

means all assets of whatsoever nature apart from land and buildings forming part of the Property owned by the Chargor and deemed by law to be immovable property other than tenant's fixtures;

"Insurances"

means all contracts and policies of insurance (including, for the avoidance of doubt, all cover notes) of whatever nature which are from time to time taken out by or on behalf of the Chargor or (to the extent of such interest) in which the Chargor has an interest; and

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Please complete legibly, preferably in black type, or bold block lettering (P.T.)

T
+95

Particulars as to commission allowance or discount (note 3)

Nil

Signed Nabarro Nathanson

Date 28 October 2005

On behalf of Chargor[†]

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

Notes

† 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.
- 5 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

Company number

LP7184

Name of company

* insert full name
of company

* The Chaplefield Partnership (the "Chargor")

Addendum 1/4

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

Addendum 2/4

2. Amount due or owing on the mortgage or charge (continued)

Company number

LP7184

Name of company

* insert full name
of company

* The Chaplefield Partnership (the "Chargor")

Addendum 3/4

3. Names, addresses and description of the mortgagees or persons entitled to the charge (continued)

Company number

LP7184

Name of company

* insert full name
of company

* The Chaplefield Partnership (the "Chargor")

Addendum 4/4

4. Short particulars of all the property mortgaged or charged (continued)

"Property"

means all the freehold land and building lying to the north east of Chaplefield Road, Norwich and registered at H.M. Land Registry with title number NK15632 and all the freehold land with title numbers NK47761 (40/46 St. Stephens Street); NK280145 (Malthouse Road Sub-Station; NK230087 (Malthouse Road Car Park); NK292788 (Chantry House); and NK279616 (Chantry Road) including, without limitation, all Fixtures on such property, together with the proceeds of sale thereof and the benefit of any covenants to which the Chargor is entitled in respect of that property and any moneys paid or payable in respect of such covenants.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03920512

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 27th OCTOBER 2005 AND CREATED BY CHAPELFIELD GP LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE CHAPELFIELD PARTNERSHIP TO LEND LEASE NORWICH LIMITED 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 31st OCTOBER 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2nd NOVEMBER 2005.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

*R.
Daw*