



Short particulars of all the property mortgaged or charged

See Continuation Sheets attached.

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

*Allen & Overy*

Date

*14/10/03*

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

## **SHORT PARTICULARS OF ALL THE PROPERTY MORTGAGED OR CHARGED**

### **CREATION OF FIXED SECURITY**

In addition to the property charged under the Further Rental Undertaking Composite Debenture (please refer to the Further Rental Undertaking Composite Debenture), the Chargor, as security for payment of all the Secured Liabilities, charges in favour of the Remaining Further Rental Undertaking Provider:

- (a) by way of a legal mortgage all estates or interests in any freehold or leasehold property belonging to it on or after the date of the Deed; and
- (b) by way of a fixed charge (to the extent that they are not the subject of a mortgage under sub-paragraph (a) above or under the Further Rental Undertaking Composite Debenture) all estates or interests in any freehold or leasehold property belonging to it on or after the date of the Deed.

### **CONFIRMATION OF QUALIFYING FLOATING CHARGE**

The Remaining Further Rental Undertaking Provider and the Borrower (on behalf of itself and each of the Charging Subsidiaries) confirm and acknowledge that the floating charge created by clause 3.1 (Creation of floating charge) of the Further Rental Undertaking Composite Debenture is a **qualifying floating charge** for the purpose of paragraph 14 of schedule B1 to the Insolvency Act 1986.

### **NOTE**

Other than the Remaining Further Rental Undertaking Provider, all of the Further Rental Undertaking Providers have been irrevocably and unconditionally released and discharged from their obligations under the Discharged Rental Undertakings to which they are a party, and have accordingly irrevocably and unconditionally released the Charging Subsidiaries from their obligations under the Further Rental Undertaking Composite Debenture. As at the date of the Deed, the security created under the Further Rental Undertaking Composite Debenture therefore only exists for the benefit of the Remaining Further Rental Undertaking Provider.

### **INTERPRETATION**

The terms used in this Companies form 395, other than the terms specifically defined below, have the meanings set out in the Companies form 395 filed against the Chargor in connection with the Further Rental Undertaking Composite Debenture.

**Borrower** means CW Lending II Limited a company registered in England and Wales No. 3929555.

**Discharged Rental Undertaking** means:

- (a) the rental undertaking dated on or about 21st February, 2002 between Heron Quays (HQ1) T1 Limited, Heron Quays (HQ1) T2 Limited and Morgan Stanley UK Group;
- (b) the rental undertaking dated on or about 21st February, 2002 between Heron Quays (HQ4) T1 Limited, Heron Quays (HQ4) T2 Limited, The Royal Bank of Scotland plc and Citibank, N.A.; or

Company Name: CWCB Properties (DS1) Limited  
Company Number: 4218829  
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- (c) the rental undertaking dated on or about 21st February, 2002 between Heron Quays (HQ5) T1 Limited, Heron Quays (HQ5) T2 Limited and The Royal Bank of Scotland plc and Citibank, N.A.

**Further Rental Undertaking Composite Debenture** means the further rental undertaking composite debenture dated 21st February, 2002 between, amongst others, the Further Rental Undertaking Providers, the Borrower and the Charging Subsidiaries listed in part I and part II of schedule 1 thereto (including, but not limited to, the Chargor).

**Further Rental Undertaking Provider** means Citibank N.A., the Remaining Further Rental Undertaking Provider, Morgan Stanley UK Group and The Royal Bank of Scotland plc.

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04218829

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SUPPLEMENTAL FURTHER RENTAL UNDERTAKING COMPOSITE DEBENTURE (SUPPLEMENTAL TO THE FURTHER RENTAL UNDERTAKING COMPOSITE DEBENTURE) DATED THE 10th OCTOBER 2003 AND CREATED BY CWC B PROPERTIES (DS1) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE BORROWER, EACH CHARGING SUBSIDIARY AND EACH OTHER OBLIGOR TO EACH FURTHER RENTAL UNDERTAKING PROVIDER 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 15th OCTOBER 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17th OCTOBER 2003.

*per*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —