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COMPANIES FORM No. 395

Particulars of a mortgage or charge

157234/960

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

Name of company

* Canary Wharf Limited (the "Chargor")

Date of creation of the charge

22nd October, 2002

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

Supplemental Rental Undertaking Composite Debenture dated 22nd October, 2002 (the "Debenture") between, amongst others, CW Lending II Limited (the "Borrower"), the Chargor and the Further Rental Undertaking Providers.

Amount secured by the mortgage or charge

All present and future obligations and liabilities (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever) of the Borrower, each Charging Subsidiary, each other Obligor and the Chargor to each Further Rental Undertaking Provider under each Finance Document except for any obligation which, if it were so included, would result in the Debenture contravening Section 151 of the Companies Act 1985.

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

The Further Rental Undertaking Providers (see Schedule 2)

Postcode

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

please return via CH
London Counter, A&O
One New Change,
London EC4M 9QQ

For official Use
Mortgage Section

Post room



A23
COMPANIES HOUSE

AJLP9FQ8

0550
08/11/02

Time critical reference

SCR/JNDK/BK: 1007489

Short particulars of all the property mortgaged or charged

Please see continuation sheets.

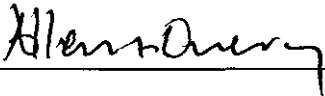
Please do not
write in
this margin

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed



Date



November, 2002

A fee of £10 is
payable to
Companies House
in respect of each
register entry for a
mortgage or
charge.
(See Note 5)

On behalf of ~~XXXXXX XXXXXX~~ (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.
- 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

Canary Wharf Limited

Continuation Sheet 1

SHORT PARTICULARS OF ALL THE PROPERTY MORTGAGED OR CHARGED

1. By way of a fixed charge, to the extent that they are not the subject of an effective assignment under paragraph 2 below, all the Chargor's rights under the Custody Agreement
2. By way of assignment, to the extent not subject to a fixed charge under paragraph 1 above, all the Chargor's rights under the Custody Agreement.

NB

1. In this Form 395 a reference to a person includes its successors and assigns. A reference to a Finance Document or another document is a reference to that Finance Document or other document as amended, novated, restated or supplemented from time to time.
2. The charges, mortgages and assignments granted by the Chargor under the charge accompanying this Form 395 are given with full title guarantee in accordance with the Law of Property (Miscellaneous Provisions) Act 1994.

In this Form 395:

"Charging Subsidiary"

means each company listed as a Charging Subsidiary in Schedule 1.

"Class C Notes"

means Class C 6.966 per cent. First Mortgage Debentures due 2033 issued by the Issuer and held by the Chargor.

"Class D Notes"

means Class D Floating Rate First Mortgage Debenture due 2033 issued by the Issuer and held by the Chargor.

"Custody Agreement"

means the agreement dated 6th June, 2000 between Deutsche Bank AG London and the Chargor to hold the Notes on behalf of the Chargor.

"Finance Document"

means a "Finance Document" as defined in a Rental Undertaking Facility Agreement.

"Further Rental Undertaking Providers"

means each of the further rental undertaking providers specified in Schedule 2.

"Issuer"

means Canary Wharf Finance II plc, whose registered office is at One Canada Square, Canary Wharf, London E14 5AB (registered in England and Wales Number 3929593).

Canary Wharf Limited

Continuation Sheet 2

"Notes

means the Class C Notes and the Class D Notes.

"Obligor"

means the Borrower or a Charging Subsidiary.

Canary Wharf Limited

Continuation Sheet 3

SCHEDULE 1

CHARGING SUBSIDIARIES

Charging Subsidiary	Registered Number
CWCB Investments (B4) Limited	3452981
CWCB Leasing (B1) Limited	3452908
CWCB Investments (B1) Limited	3452952
CWCB Leasing (DS6) Limited	3941692
CWCB Investments (DS6) Limited	3941686
CWCB Properties (DS6) Limited	3941678
Canary Wharf (DS6) T1 Limited	3321144
Canary Wharf (DS6) T2 Limited	3320957
Cabot Place Holdings Limited	3302749
Cabot Place Limited	2548110
Cabot Place (RT2) Limited	3719122
Canary Wharf (Car Parks) Limited	3682170
CWCB Investments (RT2) Limited	3452901
CWCB Leasing (RT2) Limited	3605344
CWCB Investments (Car Parks) Limited	3302682
CWCB Finance II Limited	3605340

Canary Wharf Limited

Continuation Sheet 4

Charging Subsidiary	Registered Number
DS1	
Canary Wharf Holdings (DS1) Limited	3759376
Canary Wharf (DS1) Limited	3757749
Canary Wharf (DS1) T1 Limited	4218685
Canary Wharf (DS1) T2 Limited	4218857
Canary Wharf Contractors (DS1) Limited	3757745
Canary Wharf Investments (DS1) Limited	4218832
CWCB Investments (DS1) Limited	4218839
CWCB Properties (DS1) Limited	4218829
Canary Wharf Investment Holdings (DS1) Limited	4218887
DS5	
Canary Wharf Holdings (DS5) Limited	3719043
Canary Wharf (DS5) Limited	3719075
Canary Wharf (DS5) T1 Limited	4093509
Canary Wharf (DS5) T2 Limited	4093506
Canary Wharf Contractors (DS5) Limited	3719105
Canary Wharf Investments (DS5) Limited	4093501
CWCB Investments (DS5) Limited	4218798
CWCB Properties (DS5) Limited	4218790
Canary Wharf Investment Holdings (DS5) Limited	4218878
WF9	
Canary Wharf Holdings (WF9) Limited	3682184
Canary Wharf (WF9) Limited	3682208
Canary Wharf (WF9) T1 Limited	4218760
Canary Wharf (WF9) T2 Limited	4218772
Canary Wharf Contractors (WF9) Limited	3666379
Canary Wharf Investments (WF9) Limited	4218750
CWCB Investments (WF9) Limited	4218741
CWCB Properties (WF9) Limited	4218737
Canary Wharf Investment Holdings (WF9) Limited	4218899

Canary Wharf Limited

Continuation Sheet 5

Charging Subsidiary	Registered Number
HQ1	
Heron Quays Holdings (HQ1) Limited	4292532
Heron Quays (HQ1) Limited	4293673
Heron Quays (HQ1) T1 Limited	4290561
Heron Quays (HQ1) T2 Limited	4290537
Canary Wharf Contractors (HQ1) Limited	4140689
HQCB Properties (HQ1) Limited	4290533
HQ2	
Heron Quays Holdings (HQ2) Limited	4292540
Heron Quays (HQ2) Limited	4290532
Heron Quays (HQ2) T1 Limited	4290562
Heron Quays (HQ2) T2 Limited	4290529
Canary Wharf Contractors (HQ2) Limited	4140257
HQCB Properties (HQ2) Limited	4290530
HQ4	
Heron Quays Holdings (HQ4) Limited	4292545
Heron Quays (HQ4) Limited	4290559
Heron Quays (HQ4) T1 Limited	4290518
Heron Quays (HQ4) T2 Limited	4290517
Canary Wharf Contractors (HQ4) Limited	4140247
HQCB Properties (HQ4) Limited	4290525
HQ5	
Heron Quays Holdings (HQ5) Limited	4292549
Heron Quays (HQ5) Limited	4290560
Heron Quays (HQ5) T1 Limited	4290516
Heron Quays (HQ5) T2 Limited	4290515
Canary Wharf Contractors (HQ5) Limited	4119333
HQCB Properties (HQ5) Limited	4290522

Canary Wharf Limited

Continuation Sheet 6

Charging Subsidiary	Registered Number
Others	
Heron Quays Properties Limited	2276627
Heron Quays Properties Limited and Canary Wharf Limited as partners in the Heron Quays HQ1 Partnership	Not applicable
HQCB Investments Limited	4353135
Canary Wharf Investments Limited	2127410
Canary Wharf Contractors Limited	2352250
Canary Wharf Limited	1971312

Canary Wharf Limited

Continuation Sheet 7

SCHEDULE 2

THE FURTHER RENTAL UNDERTAKING PROVIDERS

Citibank, N.A., Citigroup Centre, 33 Canada Square, Canary Wharf, London, E14 5LB

Lehman Brothers Holdings Inc, UK Branch, One Broadgate, London, EC2M 7HA

Morgan Stanley UK Group, 25 Cabot Square, Canary Wharf, London, E14 4QA

The Royal Bank of Scotland plc, 135 Bishopsgate, London, EC2M 3UR

FILE COPY



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 SUPPLEMENTAL RENTAL UNDERTAKING COMPOSITE DEBENTURE DATED THE 22nd OCTOBER 2002 AND CREATED BY CANARY WHARF LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM CW LENDING II LIMITED (THE BORROWER), EACH CHARGING SUBSIDIARY, EACH OTHER OBLIGOR AND THE COMPANY TO CITIBANK, N.A., LEHAMAN BROTHERS HOLDINGS INC, MORGAN STANLEY UK GROUP AND THE ROYAL BANK OF SC PLC (THE FURTHER RENTAL UNDERTAKING PROVIDERS) 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 NOVEMBER 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12th NOVEMBER 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

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