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

*insert full name
of Company

COMPANIES FORM No. 395

NM

Particulars of a mortgage or charge

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

[] [] [] [] [] [] [] [] [] []

02218116

Name of company

* C & C PROPERTIES 2021 LIMITED

Date of creation of the charge

3rd September 2002

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

First Supplemental Trust Deed (the "Deed") made between Capital & Counties plc (1), Kestrel Properties Limited (2), the Company (3) and The Law Debenture Trust Corporation p.l.c. (the "Trustee") (4) dated 3rd September 2002.

Amount secured by the mortgage or charge

The principal of and interest on £80,000,000 11 1/4 per cent. First Mortgage Debenture Stock 2021 of Capital & Counties plc and all other monies intended to be secured by the Deed and the Trust Deed dated 14th March 1991 (the "Principal Trust Deed"), and the deeds dated 17th February 1994, 6th October 1994, 8th January 1997, 2nd June 1997, 21st May 1998, 4th May 2000 and 15th October 2001, to which the Deed is supplemental.

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

The Law Debenture Trust Corporation p.l.c., Fifth Floor, 100 Wood Street, London

Postcode EC2V 7EX

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

Slaughter and May
35 Basinghall Street
London
EC2V 5DB

JEFR JRXP LJYS

Time critical reference

For official Use
Mortgage Section

Post room



A21
COMPANIES HOUSE

0084
04/09/02

Short particulars of all the property mortgaged or charged

The Company has assigned to the Trustee all monies payable by virtue of any insurances on the Mortgaged Property (as defined in the Principal Trust Deed) including (without prejudice to the generality of the foregoing) insurances effected pursuant to Clauses 17(M) and 17(N) (subject as thereby provided) of the Principal Trust Deed and such monies shall be deemed to be part of the Mortgaged Property and shall be paid to the Trustee and applied in accordance with Clauses 17(M) and 17(N) of the Principal Trust Deed.

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

Particulars as to commission allowance or discount (note 3)

None

Signed



Date

23/8/02 3rd September 2002

On behalf of [company] [~~mortgage/charge~~] †

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. 02218116

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FIRST SUPPLEMENTAL TRUST DEED DATED THE 3rd SEPTEMBER 2002 AND CREATED BY C&C PROPERTIES 2021 LIMITED FOR SECURING THE PRINCIPAL OF £80,000,000 11 1/4 PER CENT.FIRST MORTGAGE DEBENTURE STOCK 2021 OF CAPITAL & COUNTIES PLC AND ALL OTHER MONIES DUE FROM THE COMPANY TO THE LAW DEBENTURE TRUST CORPORATION p.l.c. 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 4th SEPTEMBER 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6th SEPTEMBER 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —