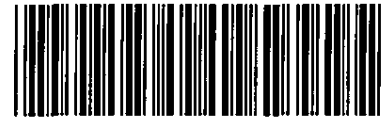


MG02

Statement of satisfaction in full or in part of mortgage or charge



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COMPANIES HOUSE

TUESDAY

☒ **What this form is for**
You may use this form to register a
statement of satisfaction in full or in
part of a mortgage or charge

☒ **What this form is NOT for**
You cannot use this form to register
a statement of satisfaction in full
or in part of a fixed charge for a
company registered in Scotland. To
do this, please use form MG02s

For further information, please
refer to our guidance at
www.companieshouse.gov.uk

1

Company details

Company number 0 5 0 4 3 3 5 2
Company name in full Songbird Estates plc (the "Chargor")

3 For official use
→ **Filing in this form**
Please complete in typescript or in
bold black capitals
All fields are mandatory unless
specified or indicated by *

2

Creation of charge

Date charge created 21 05 2007
Description 1 A charge dated 21 May 2007 between the Chargor and Morgan
Stanley Mortgage Servicing Limited (the "Charge")
Date of registration 2 21 05 2007

- 1 You should give a description of
the instrument (if any) creating or
evidencing the charge,
e.g. 'Legal charge'
- 2 The date of registration may be
confirmed from the certificate

3

Name and address of chargee(s), or trustee(s) for the debenture holders

Please give the name and address of the chargee(s), or trustee(s) for the
debenture holders.

Name Morgan Stanley Mortgage Servicing Limited
Address 25 Cabot Square, Canary Wharf
London
Postcode E 1 4 4 Q A

Name
Address
Postcode
Name
Address
Postcode

Continuation page
Please use a continuation page if
you need to enter more details

MG02

Statement of satisfaction in full or in part of mortgage or charge

4

Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Continuation page
Please use a continuation page if
you need to enter more details

Short particulars

The Chargor charged in favour of the Security Trustee (as security trustee and agent for the Secured Parties) by way of fixed charge

(a) all stocks, shares, debentures, bonds, notes and loan capital of the Company, and all rights to subscribe for, redeem, convert other securities into or otherwise acquire any of the same which may now or hereafter belong to the Chargor, together with all dividends, interest and other income and all other rights of whatsoever kind deriving from or incidental to any of the foregoing (including, without limitation, those listed in Schedule 2 of the Charge), and

(b) the Songbird Finance Limited Receivable and all moneys which the Chargor receives in respect thereof together with all rights relating thereto including any security and remedies therefor

See attached continuation pages for defined terms

5

Satisfaction of the debt

I confirm that the debt for which the charge described above was given has been paid or satisfied ①

☒ In full

☐ In part

① Please tick one box only

6


Signature

Please sign the form here

Signature

Signature

X


(SECRETARY)

X

This form must be signed by a person with an interest in the registration of the charge

MG02 - continuation page

Statement of satisfaction in full or in part of mortgage or charge

4

Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

In this Form MG02

"Agent" means Morgan Stanley Mortgage Servicing Limited,

"Arranger" means Citigroup Global Markets Limited,

"Chargor" means Songbird Estates plc, a company incorporated under the laws of England and Wales with registered number 5043352,

"Company" means Songbird Finance Limited, a company incorporated under the laws of England and Wales with registered number 6208721,

"CWG" means Canary Wharf Group plc, a company incorporated under the laws of England and Wales with registered number 4191122,

"Facility Agreement" means the facility agreement dated 17 May 2007 between (1) the Chargor, (2) the Company, (3) the Lenders, (4) the Agent, (5) the Arranger and (6) the Security Trustee,

"Finance Parties" means a Hedge Counterparty, the Agent, the Security Trustee, the Arranger and the Lenders,

"Hedge Counterparty" means each counterparty to the Company under any Hedging Agreement,

"Hedging Agreements" means each agreement at any time entered into or to be entered into between the Company and a Hedge Counterparty in accordance with, or as contemplated by, the Hedging Strategy Letter and designated by the Company and the Agent in writing as a Hedging Agreement for the purposes of the Facility Agreement,

"Hedging Strategy Letter" means the letter dated on or about the date of the Facility Agreement from the Company to the Agent setting out the principles of the hedging strategy to be implemented by the Company described on its face as the "Hedging Strategy Letter",

"Initial CWG Shares" means all of the shares in the capital of CWG held by the Chargor and Songbird Acquisition Limited at the date of the Facility Agreement,

"Lender" means

(a) the Original Lender,

(b) any bank, financial institution, trust, fund or other entity which has become a Party in accordance with Clause 25 (*Changes to the Lenders*), and

(c) any bank, financial institution, trust, fund or other entity which has become a Party in accordance with Clause 23 (*Purchase of Further CWG Shares*),

which in each case has not ceased to be a Party in accordance with the terms of the Facility Agreement,

"Original Lender" means Citibank, N A , London Branch,

"Party" means a party to the Facility Agreement,

"Secured Parties" means all and each of the Finance Parties and Secured Party shall be construed accordingly,

MG02 - continuation page

Statement of satisfaction in full or in part of mortgage or charge

4

Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

"Security Trustee" means Morgan Stanley Mortgage Servicing Limited,

"Songbird Acquisition Limited" means Songbird Acquisition Limited, a company incorporated under the laws of England and Wales with registered number 5075686, and

"Songbird Finance Limited Receivable" means the amounts owing to the Chargor by the Company in respect of the transfer of the Initial CWG Shares

MG02

Statement of satisfaction in full or in part of mortgage or charge

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name PCS/MAZG/DJBB

Company name Slaughter and May

Address One Bunhill Row

Post town London

County/Region

Postcode E C 1 Y 8 Y Y

Country United Kingdom

DX

Telephone 0207 090 4382

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☒ The company name and number match the information held on the public Register.
- ☒ You have completed the charge details in Section 2
- ☒ You have completed the name and address of the chargee, or trustee for the debenture holders
- ☒ You have completed the short particulars of the property mortgaged or charged.
- ☒ You have confirmed whether the charge is to be satisfied in full or in part
- ☒ You have signed the form

Important information

Please note that all information on this form will appear on the public record

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
DX 481 N R Belfast 1.

Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquires@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk