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CHFP025

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

*insert full name
of Company

COMPANIES FORM No. 395

172828/104

Particulars of a mortgage or charge

A fee of £13 is payable to Companies House in respect
of each register entry for a mortgage or charge.

395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

[1710]

42579

Name of company

* THE MARY STREET ESTATE LIMITED ("the Charging Subsidiary")

Date of creation of the charge

5 April 2007

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

see Addendum 1/4

Amount secured by the mortgage or charge

see Addendum 2/4

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

see Addendum 3/4

Postcode

Presentor's name address and
reference (if any)

Simmons & Simmons

CityPoint, One Ropemaker Street,
London, EC2Y 9SS,

Re: FMD BK/JD/BXXH

Time critical reference

For official Use (02/00)

Mortgage Section

Post room

TUESDAY



L91CSOSF

LD2

17/04/2007

402

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

see Addendum 4/4

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legibly, preferably
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bold block
lettering**

Particulars as to commission allowance or discount (note 3)

N/A

Signed

Date 13 April 2007

On behalf of [company] ~~XXXXXXXXXXXX~~

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

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 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**

*Delete as
appropriate*

CHFP025

**Particulars of a mortgage or charge
(continued)**Please do not
write in this
binding marginContinuation sheet No 1
to Form No 395 and 410 (Scot)Please complete
legibly, preferably
in black type, or
bold block lettering

Company Number

42579

Name of Company

THE MARY STREET ESTATE LIMITED ("the Charging Subsidiary")

~~XXXXXX~~* delete if
inappropriate

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

A deed of assurance made between Capita IRG Trustees Limited ("the Trustees") and the Charging Subsidiary dated 5 April 2007 ("the Deed") supplemental to:

1. a trust deed ("the Principal Deed") dated 26 March 1986 made between Asda Properties Holdings plc ("the Company") (1) Mecari Limited and others (2) and AXA Insurance plc (3),
- 2 a supplemental trust deed ("the Supplemental Deed") dated 7 April 1987 made between the Company (1) Mecari Limited and others (2) and AXA Insurance plc (3),
- 3 a second supplemental trust deed dated 18 July 1989 ("the Second Supplemental Deed") made between the Company (1) Asda Properties Limited and Winton Broadway Limited (2) Mecari Limited and others (3) Avenue Properties (Bronsdesbury) Limited (4) and AXA Insurance plc (5)

The £46,000,000 10 5/16 per cent First Mortgage Debenture Stock 2011 ("the Original Stock") of the Company the whole of which has been issued and £37,306,772 remains outstanding at the date hereof

*Please complete
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bold block lettering*

Please do not
write in this
binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

Capita IRG Trustees Limited (Registered in England No 2729260) whose
registered office is at The Registry, 34 Beckenham Road, Beckenham, Kent
BR3 4TU ("the Trustees")

The Charging Subsidiary with full title guarantee hereby charges by way of first legal mortgage with the payment to the Trustees of the principal and interest on the Original Stock and all other moneys intended to be secured by these presents the Property together with all buildings and erections and fixtures (including tenants' and trade fixtures) and fixed plant and machinery for the time being thereon belonging to it and all improvements and additions thereto subject to and with the benefit of all existing leases underleases tenancies agreements for lease rights covenants and conditions affecting the same but otherwise free from encumbrances

"The Property" means the Somerfield Store, The Whim, Fore Street, Newquay with title number CL 33565.

*Please complete
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FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 00042579

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF ASSURANCE DATED THE 5th APRIL 2007 AND CREATED BY THE MARY STREET ESTATE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CAPITA IRG TRUSTEES 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 17th APRIL 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23rd APRIL 2007



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES