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in black type, or
bold block lettering

*insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

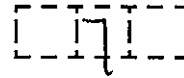
395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number



464777

Name of company

* ASDA STORES LIMITED

Date of creation of the charge

23 April 1997

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

Mortgage

Amount secured by the mortgage or charge

£1,850,000 plus value added tax (if any) interest and all other monies becoming due under the Mortgage.

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

University of Hertfordshire Higher Education Corporation of College Lane, Hatfield, Hertfordshire, AL10 9AB

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

Eversheds Solicitors
Cloth Hall Court
Infirmary Street
Leeds
LS1 2JB

C4 CNR MG

Time critical reference

For official use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

The leasehold property known as Asquith House, Hatfield registered with good leasehold title at H M Land Registry under title number HD 261615 together with all buildings, fixtures (including trade fixtures) and fixed plant and machinery from time to time on the Property.

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Particulars as to commission allowance or discount (note 3)

N/A

Signed Gerhards (Solicitors)

Date 30 / 4 / 97

On behalf of [company] [~~mortgagee/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.

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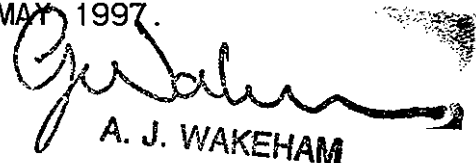
CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00464777

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE DATED THE 23rd APRIL 1997 AND CREATED BY ASDA STORES LIMITED FOR SECURING £1,850,000 AND ALL OTHER MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO UNIVERSITY OF HERTFORDSHIRE HIGHER EDUCATION CORPORATION UNDER THE MORTGAGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 30th APRIL 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2nd MAY 1997.


A. J. WAKEHAM

for the Registrar of Companies

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C O M P A N I E S H O U S E