

THE COMPANIES ACT, 1948

PARTICULARS of ^{issue} ~~of series~~ of Debentures ^{Stock} containing, or giving by reference to any other instrument, any charge, to the benefit of which the ^{stock} debenture holders of the said series are entitled *pari passu*, created by a Company registered in England.

Pursuant to section 95

Insert the
Name of the
Company

ASSOCIATED DAIRIES

Limited

NOTE.—The fee payable on the registration of these particulars is 20s. if the amount of the whole series does not exceed £200, and £1 if it exceeds £200.

This Form (No. 47A) is to be used for registration of particulars of the *entire* series. When more than one issue of debentures in the series is made, particulars of each issue subsequent to the first should be sent to the Registrar on Form No. 48.

The Deed, if any, containing the charge must be delivered with these particulars to the Registrar within 21 days after the execution of such Deed; or, if there is no such Deed, one of the Debentures must be so delivered within 21 days after the execution of any Debentures of the series.

If any Company makes default in sending to the Registrar for registration the particulars of any charge created by the Company, or of the issues of Debentures of a series, requiring registration as aforesaid, then, unless the registration has been effected on the application of some other person, the Company and every officer of the Company who is in default shall be liable to a default fine of £50. (Section 96 (3) of the Act.)

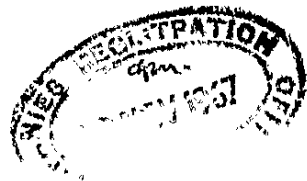
Presented by

Document Filer's Reference KEW/WGW

SLAUGHTER AND MAY,

18, Austin Friars,

London, E.C.2.



Form No. 47A

(For fee see note above)

The Solicitors' Law Stationery Society, Limited,

191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55 59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

A List of Companies Books and Forms sent free on application

Company No. 6N

1786
1957
14470.2-8-03

[P.T.O.]

issue Stock

PARTICULARS of ~~an~~ series of Debentures/created by _____

a Company registered in England.

(1) Total amount secured by the issue of the series	(2) Amount of the present issue of the series	(3) Dates of Resolutions authorising the issue of Stock the series	(4) Date of the Covering Deed (if any) by which the security is created or defined; or, if there is no such Deed, the date of the first execution of any Debenture of the series
<p>£500,000 Debenture Stock 1988/ 93.</p> <p>Note: The Stock of this issue is limited to the above amount but the Company reserves power to create and issue Further Stock subject to and in accordance with the provisions of the Trust Deed referred to in Column (4) hereof.</p>	<p>£500,000.</p>	<p>6th October, 1967.</p>	<p>Trust Deed dated 10th November 1967.</p>

NOTE—This margin is reserved for Binding and must not be written across

(5)	(6)	(7)
General Description of the Property charged	Names of the Trustees (if any) for the stock Debenture-holders	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 subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the Debentures included in this Return. (a)
<p>First floating charge on the Company's undertaking and all its property and assets both present and future wheresoever situate including any uncalled capital.</p> <p>Note: By the Trust Deed referred to in column (4) the Company is precluded from creating or permitting to subsist any charge ranking in priority to or pari passu with the said floating charge except as provided in the said Trust Deed.</p>	<p>Schroder Executor & Trustee Company Limited.</p>	<p>The Stock was issued at a discount of 2½ per cent. A commission of 1½ per cent. on the nominal amount of the Stock was paid and discounts not exceeding £500 were paid in respect of the issue of up to £100,000 Stock.</p>

Signature *John W. Hatherly*

Designation of position in relation to the Company Joint Secretary

Dated the Tenth day of November 1967.

Number of
Company

464777

122

THE COMPANIES ACTS 1948 to 1967

REGISTERED

26 AUG 1971

PARTICULARS of a Mortgage or Charge created by a Company registered in England.

Pursuant to section 95 of the Companies Act 1948.

Insert the
Name of the
Company

ASSOCIATED DAIRIES

LIMITED

NOTE.—The original instrument (if any) creating or evidencing the charge must be presented with these particulars within twenty-one days after the date of its creation. (See section 95 (1).) In certain cases a copy of the instrument creating or evidencing the charge verified or certified in the prescribed manner may be sent to the Registrar in place of the original instrument. (See section 95 (3) & (5) and clause 4 of the Companies (Forms) Order 1949.)

Section 96 (3) of the Companies Act 1948 provides that:—

If any company makes default in sending to the registrar for registration the particulars of any charge created by the company or of the issues of debentures of a series requiring registration as aforesaid, then, unless the registration has been effected on the application of some other person, the company and every officer of the company who is in default shall be liable to a default fine of fifty pounds.

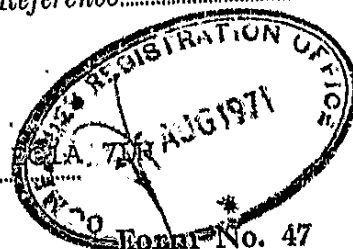
Presented by—

Messrs. Freshfields

Grindall House

25 Newgate Street, London

Presentor's Reference. DP/CC/VAB



(No fee payable)

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED

191-192 Fleet Street, E.C.4;

3 Bucklersbury, E.C.4;

49 Bedford Row: WC1R 4LS;

15 Hanover Street W1R 9HG; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff CF1 4EA;

19 & 21 North John Street, Liverpool L2 5RF;

28-30 John Dalton Street, Manchester M2 6HR;

and 14-22 Renfrew Court, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

CIP

Rfu

693

PARTICULARS OF A MORTGAGE

ASSOCIATED DAIRIES

(1) Date and description of the instrument creating or evidencing the Mortgage or Charge (a)	(2) Amount secured by the Mortgage or Charge	(3) Short particulars of the Property Mortgaged or Charged
Legal Charge dated the 24th day of August 1971	£225,000	<p><i>land and buildings & fixtures</i> Discount Store with car park and land adjoining situate in Corporation Street Colne in the County of Lancaster</p>

Note: This margin is reserved for binding and must not be written across

Dated the 24th day of August

19 71

(a) A description of the instrument, e.g., "Trust Deed", "Mortgage", "Debenture", etc., as the case may be, should be given.
 ... under the terms of the Debentures should not be entered.

or Charge created by

Limited, a Company registered in England

(4)

Names, Addresses and Descriptions of the Mortgagees or Persons entitled to the Charge

(5)

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 subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the Debentures included in this Return (b)

Sun Life Assurance Company of Canada whose registered office is at 2,3 and 4 Cockspur Street, London S.W.1.

Note.—This margin is reserved for binding and must not be written across

Note.—This margin is reserved for binding and must not be written across

Signature.....

Designation
of Position
in relation

ASSISTANT SECRETARY



CERTIFICATE OF THE REGISTRATION **OF A MORTGAGE OR CHARGE**

I hereby certify that a mortgage or charge dated the **24th August 1971**
and created by **ASSOCIATED DAIRIES LIMITED** for securing **£225,000---**

was registered pursuant to section 95 of the Companies Act, 1948, on
the **26th August 1971**

Given under my hand at London the **9th September 1971**

No. **464777**

F. L. Knight
(F. L. KNIGHT)

Assistant Registrar of Companies

Certificate and instrument received by

Freshfields

Date *14/9/71*

No. of Company

1129

Form No. 47B.

THE COMPANIES ACT, 1948

REGISTERED

22 AUG 1972

See below.

**PARTICULARS OF A MORTGAGE OR CHARGE SUBJECT TO
WHICH PROPERTY HAS BEEN ACQUIRED BY A COMPANY
REGISTERED IN ENGLAND.**

Pursuant to Section 97.

Name
of
Company

ASSOCIATED DAIRIES

Limited.



The fee payable on registration of a Mortgage or Charge is 10/- if the amount secured does not exceed £200, and £1 if it exceeds £200.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W. 1; 77, COLMORE ROW, BIRMINGHAM, 3;

109, THE HEADROW, LEEDS, 1.

Presented by

PRICE, GRAHAM & Co.

6 NEW SQUARE,

LONDON, W.C.2A 3QX

LONDON, W.C.2A 3QX

MESSRS. BOOTH & CO.
G.P.O. BOX NO. 8, PHOENIX HOUSE
SOUTH PARADE, LEEDS.
LS1 1HQ

ASSOCIATED DAIRES

PARTICULARS of a MORTGAGE or CHARGE subject to which property has been acquired by a Company registered in England.

(1) Date and description of the instrument creating or evidencing the Mortgage or Charge. (a)	(2) Date of the acquisition of the property.	(3) Amount owing on security of the Mortgage or Charge.	(4) Short particulars of the Property mortgaged or charged.	(5) Names, Addresses and Description of the Mortgage persons entitled to the charge.
Legal Mortgage dated 15th July 1970	21. 8. 1972	£200,000	Asda Store (formerly Soho Works) Soho Street Wigan, Lancashire	Legal and General Assurance Society Limited, R/O Temple Court, 11 Queen Victoria Street, LONDON E.C.4.

(a) A description of the Instrument, e.g. "Trust Deed," "Mortgage," "Debenture," &c., as the case may be, should be given.

A copy of the Instrument creating the mortgage or charge, as the case may be, under the hand of some person interested in the property, must be delivered with these Particulars.

Signature

[Handwritten Signature]

129A



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

I hereby certify that a mortgage or charge for the sum of £200,000---

secured on property acquired by ASSOCIATED PAIRIES LIMITED

on the 21st August 1972

was registered pursuant to section 97 of the Companies Act, 1948, on
the 22nd August 1972

Given under my hand at London the 13th October 1972

No. 464777

N Taylor
(N. TAYLOR)

Assistant Registrar of Companies

Certificate and instrument received by
K. Hoyle for work to do

Date *24-2-73*

M

COMPANIES FORM No. 403a

**Declaration of satisfaction
in full or in part
of mortgage or charge****403a***any
93.**MS 333/8 MAY/CE*Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

M 267

464,777

Name of company

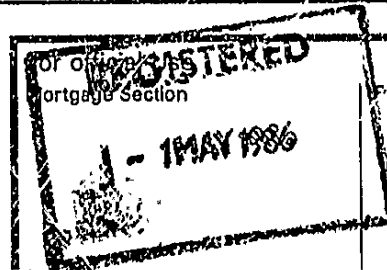
* Associated Dairies Limited

* Insert full name
of companyI, Philip Redfearn Bainesof "Twitchell Corner", Hooton Pagnell, Doncaster, South Yorkshire DN5 7BT† delete as
appropriateand ~~director~~ the secretary of the above company, do solemnly and sincerely declare that the debt for† insert a description
of the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.which the charge described below was given has been paid or satisfied in [full] ~~[part]~~Date and Description of charge A Trust Deed securing Debenture Stock dated 20.11.67Date of Registration 24.11.67Name and address of ~~chargee~~ [trustee for the debenture holders] Schroder Executor & Trustee Company Limited, 36 Old Jewry, London EC2R 8BSo the date of
registration may be
confirmed from the
certificateShort particulars of property charged All properties and assets of the Company§ insert brief
details of
property

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at Leeds in the
County of West Yorkshire

Declarant to sign below

the 21st day of April
one thousand nine hundred and eighty six
before me Keith HenryA Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths Solicitor LeedsPresenter's name address and
reference (if any):The Secretary
Associated Dairies Limited
Craven House
Kirkstall Road
Leeds LS3 1JE

Post room

*5209
8/5*

oyez The Solicitors' Law Stationery Society plc, Oyez House, 237 Long Lane, London SE1 4PU

Companies M403 A

1986 Edition
F6340 7-86

M

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

M177/7502 LN

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

To the Registrar of Companies

For official use

Company number

M 268

464777

Name of company

* ASSOCIATED DAIRIES LIMITED

* Insert full name
of company

Date of creation of the charge

3RD JULY 1986

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

LEGAL CHARGE DATED 3rd JULY 1986
MADE BETWEEN ASSOCIATED DAIRIES LIMITED (1) AND STC PROPERTIES LIMITED (2)

Amount secured by the mortgage or charge

THE SECURED SUMS AS DEFINED IN THE SAID LEGAL CHARGE

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

STC PROPERTIES LIMITED

10 MALTRAVERS STREET LONDON

Postcode WC2R 3HA

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

SLAUGHTER AND MAY
35 BASINGHALL STREET .
LONDON EC2V 5DB

REF: NNJ/GL

For official Use
Mortgage Section

REGISTERED

- 7 JUL 1986

Post room



Time critical reference

5009
7.7.

Short particulars of all the property mortgaged or charged

LEASEHOLD PROPERTY AT GARDEN AVENUE AND
CROWHURST ROAD HOLLINGBURY BRIGHTON EAST SUSSEX

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)

Signed

Date 3rd July 1986

On behalf of [company] [mortgagee/chargee] XXXXXX

† 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.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 3rd July 1986 and created by ASSOCIATED DAIRIES LIMITED for securing all moneys due or to become due from the Company to the Chargee under the terms of the Legal Charge

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 7th July 1986

Given under my hand at the Companies Registration Office,
Cardiff the 15 JUL 1986

No. 464777

S. Higgins
S. HIGGINS

an authorised officer

Certificate and instrument received by

.....
LC

.....
Date 15/7/86



Particulars of a mortgage or charge

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

M123/9 JUL/LN

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

To the Registrar of Companies

For official use Company number

M 2619

464777

*Insert full name
of company

Name of company

* Associated Dairies Limited

Date of creation of the charge

8th July 1986

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

Further Charge

Amount secured by the mortgage or charge

The principal sum of £225,000 and interest and other moneys secured by a Legal Charge dated 24th August 1971 and made between Associated Dairies Limited (1) and Sun Life Assurance Company of Canada (2)

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

SUN LIFE ASSURANCE COMPANY OF CANADA a Company Incorporated in Canada whose administrative offices for Great Britain and Ireland are at 2 3 & 4 Cockspur St Postcode London SW1Y 5BH

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

Freshfields
Clements House
14/18 Gresham Street
London EC2V 7HH
JMF/RAP

For official use
Mortgage section

Post room

9 JUL 1986



Time critical reference

529
9.7

Short particulars of all the property mortgaged or charged

All that plot of land situate off Corporation Street
Colne Lancashire containing 1.38 acres or thereabouts
and delineated on the plan annexed to a Conveyance dated
12.12.83 and made between the Borough Council of Pendle
(1) and Associated Dairies Limited (2)

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

Frederick S. Sainsbury

Date 8th July 1986

On behalf of

the Chargee
~~(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.

Page 2



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscott Street, London SE1 5TS

1985 Edition
11.85 F5620
6010503

Companies M395



m269

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 8th July 1986 and created by ASSOCIATED DAIRIES LIMITED for securing £225,000.00 and all moneys due or to become due from the Company to the Chargee under the terms of the Principal Deed dated 24th August 1971

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 9th July 1986

Given under my hand at the Companies Registration Office,

Cardiff the 31 JUL 1986

No. 464777

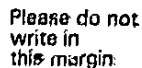
R. M. Groves

R. M. GROVES
an authorised officer

Certificate and instrument received by

..... LC

Date 31/7/86



Pursuant to section 395 of the Companies Act 1985

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

*Insert full name
of company

To the Registrar of Companies

For official use Company number

T T T

464777

Name of company

* ASDA STORES LIMITED

Date of creation of the charge

24TH APRIL 1989

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

LEGAL CHARGE ✓

Amount secured by the mortgage or charge

The performance and observance of the obligations of Asda Stores Limited to Arrowcroft Estates Limited set out in the Legal Charge and in Schedule 3 to an Agreement dated 23rd December 1988 made between Arrowcroft Estates Limited (1) and Asda Stores Limited (2) ("the Principal Agreement")

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

ARROWCROFT ESTATES LIMITED		
24 HANOVER SQUARE		
LONDON	Postcode	W1R 9DD

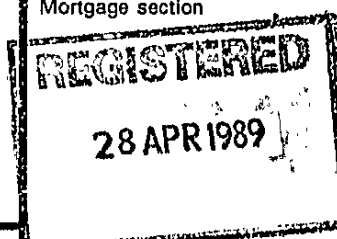
Presentor's name, address and reference (if any):

BERWIN LEIGHTON
ADELAIDE HOUSE
LONDON BRIDGE
LONDON EC4R 9HA

CMIL/A279/161c

Time critical reference

For official use
Mortgage section



Post room



Short particulars of all the property mortgaged or charged

1. By way of legal mortgage ALL THAT freehold property at Burton Road, Kendal, Cumbria shown for the purposes of identification only tinted pink on Plan A attached to a Transfer dated 24th April 1989 and made between Sand Aire Developments Limited (1) Arrowcroft Estates Limited (2) and Asda Stores Limited (3) and all buildings and other structures now or from time to time thereon together with the benefit of all easements and other rights now or from time to time benefitting the same ("the Property") and all and any proceeds of sale or other disposal or realisation of the property;
2. by way of fixed equitable charge the benefit of each and all of the following including (without limitation) all rights of enforcement of the same:-
- (a) each and all of the contracts now or hereafter entered into by Asda Stores Limited ("the Mortgagor") with architects contractors quantity (con/d...)

Please write in this margin

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

Particulars as to commission allowance or discount (note 3)

Signed Benson Ceph

Date 27th April 1989

On behalf of [company] [mortgagee/chargee]*

*Delete as appropriate

Notes

- 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.
- A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
- 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;
 - subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - 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.
- If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.

Page 2



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoot Street, London SE1 5TS

1985 Edition
11.85 F5020
5010503

Please do not
write in this
margin

Particulars of a mortgage or charge (continued)

Continuation sheet No. _____
to Forms Nos 395 and 410 (Scot)

Company number

464777

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

Name of company

ASDA STORES

Limited*

*Delete if
inappropriate

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

Please do not
write in this
margin

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

surveyors structural engineers and surveyors in respect of any development or refurbishment of or other works to the Property and each and all of the bonds or guarantees now or hereafter issued to or for the benefit of the Mortgagor in connection with any of such contracts;

- ✓ (b) the copyright and rights in the nature of copyright vested in the Mortgagor from time to time in any plans specifications and negatives prepared for or in connection with any development or refurbishment of or other works to the Property and the implied licence of the Mortgagor in any such plans specifications and negatives the copyright of which is not vested in the Mortgagor;
- ✓ (c) all guarantees warranties and representations given or made by and any rights or remedies against all or any of the manufacturers suppliers or installers of all plant machinery fixtures fittings and other items now or from time to time in the building or buildings erected or to be erected on the Property and any person firm or company now or from time to time under contract with or under a duty to the Mortgagor;
- ✓ (d) all insurance policies in force from time to time in relation to the Property and all monies payable thereunder.

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

I hereby certify that a mortgage or charge dated the 24th APRIL 1989
and created by ASDA STORES LIMITED

for securing all moneys due or to become due from the Company to
ARROWCROFT ESTATES LIMITED under the terms of A LEGAL CHARGE DATED 23rd
DECEMBER 1988 AND THIS CHARGE

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 28th APRIL 1989

Given under my hand at the Companies Registration Office,
Cardiff the 8th MAY 1989

No. 464777


J.M. EVANS

an authorised officer

C.69

Post

C.R.

10.5.89

M**403a****Declaration of satisfaction
in full or in part
of mortgage or charge****5**Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

S246C

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

To the Registrar of Companies

For official use Company number

S S V

[] [] [] []

464777

Q

* Insert full name
of company

Name of company

ASDA STORES LIMITED

† Delete as
appropriate‡ Insert a
description of the
instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.§ The date of
registration may
be confirmed
from the
certificate¶ Insert brief
details of
propertyI, PHILIP MARTIN WHITEof ASDA HOUSE, SOUTH BANK, GREAT WILSON STREET, LEEDS, LS11 5AD~~(a director)~~ ~~(the secretary)~~ ~~(the administrator)~~ ~~(the administrative receiver)~~† of the above company, do
solemnly and sincerely declare that the debt for which the charge described below was given has been
paid or satisfied in [full] [part]‡Date and Description of charge CHARGE DATED 24 APRIL 1989, UNDER THE TERMS OF AN
AGREEMENTDate of Registration 28 APRIL 1989Name and address of [chargee] ~~trustee for the debenture holders~~ ARROWCROFT ESTATES
LIMITED NOW KNOWN AS GREAT MILLS (RETAIL) LIMITEDShort particulars of property charged LAND ADJOINING BURTON ROAD KENDALAnd I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

Declared at

2, Underland
Leeds LS11 5BW

Declarant to sign below

the 18th day of December
one thousand 91 hundred and 91
before me [Signature]A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for OathsPresentor's name, address and
reference (if any):THE SECRETARY
ASDA HOUSE
SOUTH BANK
GREAT WILSON STREET
LEEDS LS11 5ADFor official use
Mortgage section

Post room

19 DEC 1991

COMPANIES HOUSE
19 DEC 1991

6



The Solicitors Law Stationery Society plc 24 Gaysien Road London W1P 8UB

Companies M403a

1989 Edn
188
5073400

Discharge of registered charge

HM Land Registry
Land Registration Acts 1925 to 1986

Form 53(CO)
(Rule 151, Land
Registration Rules 1925)

of which a company or corporation including a building society, is the registered proprietor⁽¹⁾⁽²⁾

County and district
(or London Borough).....CUMBRIA.....SOUTH..LAKE..LAND.....

(1) No Land Registry fee is payable.

Title Number(s).....CU51789.....

(2) The charge certificate must accompany this application.

PropertyLand..adjoining..Burton..Road,..Kendal.....

(3) In BLOCK LETTERS enter full name and address (including postcode) of the registered proprietor of the charge.

Date....8th November.....1991..... (3) ...GREAT..MILLS.....

...(RETAIL)...LIMITED..of..RMC..House,..Coldharbour..Lane,.....

Thorpe, Egham, Surrey TW20 8TD

(4) Cross out the words in brackets if discharge is of the whole of the charge.

I hereby certify that this is a true copy of the original document

(5) A plan is not required where the part discharged is already defined on the official title plan by colour or number reference and such particulars are entered in the discharge. A discharge by reference to the plot number(s) on an estate layout plan is not acceptable. In all other cases a plan must be supplied based on the official title plan, where necessary including sufficient figured dimensions to identify the extent of the land discharged and to fix its position by tying it to those physical features shown by firm black lines on the official title plan. This plan must be properly executed by the chargee and securely attached to this form.

admits that the charge dated....24th April 1989.....

and registered on11th May 1989.....

it is proprietor has been discharged⁽⁴⁾ ~~in or the land shown and referred to in the title plan or in the title plan referred to.~~

Use only one of the two alternatives that follow as appropriate.

(1) Where the form is to be executed by a company registered under the Companies Acts using its common seal by a building society.

The common seal of⁽⁶⁾ ..GREAT..MILLS.....

...(RETAIL)...LIMITED.....

was affixed ~~(XXXXXX)~~ in the presence of

(6) These words are required when execution is by a Building Society but may otherwise be deleted.

(7) Or if counter signature is by other officers authorised by the articles of association, rules etc the words "Director" and/or "Secretary" should be replaced by a description of the actual offices held.

Director⁽⁷⁾

Secretary⁽⁷⁾

~~(By authority of the board of directors)⁽⁶⁾~~

(8) Insert the name of the company.

(2) Where the form is to be executed by a company registered under the Companies Acts without using a common seal.

Signed as a deed by⁽⁸⁾

(9) If this form of execution is used delete the alternative which does not apply. In this case the signatures must be those of a director and the secretary or of two directors of the company

acting by [a director and its secretary or two directors]⁽⁹⁾

Director

[Secretary or Director]⁽⁹⁾



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

I hereby certify that a mortgage or charge dated the 24th APRIL 1989
and created by ASDA STORES LIMITED

for securing all moneys due or to become due from the Company to
ARROWCROFT ESTATES LIMITED under the terms of A ^{AGREEMENT} ~~LEGAL CHARGE~~ DATED 23rd
DECEMBER 1988 AND THIS CHARGE

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 28th APRIL 1989

Given under my hand at the Companies Registration Office,

Cardiff the 8th MAY 1989

No. 464777

J.M. Evans
J.M. EVANS

an authorised officer

C.69

I hereby certify that this
is a true copy of the
original document
DATE 20th November 1991
SIGNED S. H. [Signature]
Schuler

