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COMPANIES FORM No. 400

Particulars of a charge subject to which property has been acquired

400

Please do not
write in
this margin

Pursuant to section 400 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

440

519500

Name of company

* TESCO STORES LIMITED

* insert full name
of company

Date and description of the instrument (if any) creating or evidencing the charge (note 1)

STANDARD SECURITY BY GRANGE ESTATES (NEWBATTLE) LIMITED IN FAVOUR OF THE
SECRETARY OF STATE FOR SCOTLAND DATED 26 AUGUST AND RECORDED GRS MIDLOTHIAN

4 SEPTEMBER 1996

Amount secured by the charge £128,000

Names and addresses of the persons entitled to the charge

THE SECRETARY OF STATE FOR SCOTLAND

Short particulars of the property charged

TWO AREAS OF GROUND AT ESKBANK ROAD ROUNDABOUT, ESKBANK, DALKEITH IN THE
COUNTY OF MIDLOTHIAN DESCRIBED IN AND DISPOSED BY DISPOSITION BY THE
SECRETARY OF THE STATE FOR SCOTLAND IN FAVOUR OF GRANGE ESTATES (NEWBATTLE)
LIMITED RECORDED GRS MIDLOTHIAN 4 SEPTEMBER 1996.

Continue overleaf as necessary

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

MESSRS. W. & J. BURNES, W.S.
SOLICITORS,
16 HOPE STREET, EDINBURGH,
EH2 4DD. DX ED 73

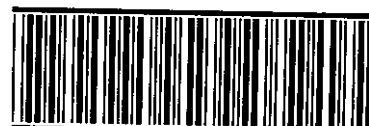
TEL: 0131 226 2561
REF: 000370618/DRR

Time critical reference

For official Use

Mortgage Section

Post room



A11 *A9EL17J* 502
COMPANIES HOUSE 14/02/97

Short particulars of the property charged (continued)

Please do not
write in
this margin

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

Date of the acquisition of the property 31 January 1997

Signed  [Director] ~~[Secretary]~~† Date 12.2.97.

† delete as
appropriate

NOTES

- 1 A description of the instrument, eg, "Trust Deed", "Debenture", etc, as the case may be, should be given.
- 2 A verified copy of the instrument must be delivered with these particulars correctly completed to the Registrar of Companies within 21 days after the date of the completion of the acquisition of the property which is subject to the charge. 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. If the property is situated and the charge was created outside Great Britain, they must be delivered within 21 days after the date on which the copy of the instrument could in due course of post, and if despatched with due diligence have been received in the United Kingdom.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00519500

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A STANDARD SECURITY RECORDED GRS MIDLOTHIAN 4TH SEPTEMBER 1996 FOR £128,000.00 DUE FROM THE COMPANY TO THE SECRETARY OF STATE FOR SCOTLAND SECURED ON THE PROPERTY ACQUIRED BY TESCO STORES LIMITED ON THE 31st JANUARY 1997 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 14th FEBRUARY 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19th FEBRUARY 1997.

A handwritten signature in cursive script, appearing to read 'A.R. Goddard'.

A. R. GODDARD

for the Registrar of Companies



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

19/2
post