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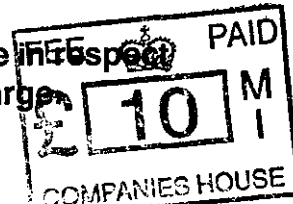
Please complete
legibly, preferably
in black type, or
bold block lettering

*insert full name
of Company

COMPANIES FORM No. 395 *Bof S. 110*
023879
Particulars of a mortgage or charge

395

A fee of £10 is payable to Companies House in respect
of each register entry for a mortgage or charge



Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

[] [] [] [] [] []

746956

Name of company

* SAFEWAY STORES PLC

Date of creation of the charge

27 DECEMBER 2001

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

STANDARD SECURITY

Amount secured by the mortgage or charge

All sums comprising the Second Payment, the Final Payment, the Balancing Payment, the Final Balancing Payment as defined in terms of the aftermentioned Missives and the sum of SEVENTY THOUSAND POUNDS (£70,000) STERLING to be paid in terms of clause 8.2.4 of the Variation (as hereinafter defined) together with any interest payable on such sums due or to become due by Safeway Stores plc ("Company") to Stoddard International plc incorporated under the Companies Acts (Company Number 2712) and having their registered office at Glenpatrick Road, Elderslie, Renfrewshire, PA5 9UJ all in terms of missives constituted by an offer by Boyds, Solicitors on behalf of Safeway Stores plc dated Seventeenth October Two thousand and one/...

Please see Continuation Sheet No 1 (page 2) to Form No 395 and 410 (Scot)

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

STODDARD INTERNATIONAL PLC INCORPORATED UNDER THE COMPANIES ACTS
(COMPANY NUMBER 2712) REGISTERED OFFICE GLENPATRICK ROAD, ELDESLIE,
RENFREWSHIRE

Postcode PA5 9UJ

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

Maclay Murray & Spens
3 Glenfinlas Street
Edinburgh
EH3 6AQ

KJM/JDJ/STO/20/50/MR6

Time critical reference

For official Use
Mortgage Section

| Post room



A27
COMPANIES HOUSE

AR247780

0322
09/01/02

ALL and WHOLE those discontiguous subjects at West Shaw Street, Mill Street and West Netherton, Kilmarnock in the County of Ayr being the various subjects shown outlined in red on the plan annexed and subscribed as relative to the Standard Security by Safeway Stores plc in favour of Stoddard International plc dated Seventeenth December 2001 and registered in the Land Register of Scotland under Title Number AYR41731 on 27 December 2001.

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed Maday Murray & Spens Date 8 January 2002

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

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

† 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.
- 5 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF14 3UZ

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COMPANIES FORM No. 398

Notice of registration in Scotland or Northern Ireland of a charge comprising property situate there

398

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Pursuant to section 398(4) of the Companies Act 1985

Please complete
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in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf)

Company number

746956

* insert full name
of company

Name of company

* SAFEWAY STORES PLC

JENNIFER JOHNSON, PARTNER

of MACLAY MURRAY & SPENS SOLICITORS, 3 GLENFINLAS STREET, EDINBURGH, EH3 6AQ

§ give date and
parties to charge

certify that the charge § BY SAFEWAY STORES PLC IN FAVOUR OF STODDARD INTERNATIONAL
PLC DATED 17 DECEMBER 2001

† delete as
appropriate

of which a true copy is annexed to this form was presented for registration on 27 DECEMBER 2001
in [Scotland] ~~[Northern Ireland]~~†

Signed Jennifer D Johnson

Date 8/1/02

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

MacLay Murray & Spens
3 Glenfinlas Street
Edinburgh
EH3 6AQ

DX: ED137 Edinburgh
KJM/JDJ/STO/20/50/MR6

For official Use

Mortgage Section

Post room

Notes

The address for the Registrar of Companies is:-

Companies House
Crown Way
Cardiff
CF14 3UZ

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Particulars of a mortgage or charge (continued)

Continuation sheet No 1
to Form No 395 and 410 (Scot)

CHA 116

Please complete
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in black type, or
bold block lettering

Company Number

746956

Name of Company

SAFEWAY STORES PLC

Limited*

* delete if
inappropriate

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

and an acceptance thereof by Messrs Maclay Murray & Spens, Solicitors on behalf of Stoddard International plc of same date and an offer to vary the said missives by Messrs Maclay Murray & Spens on behalf of Stoddard International plc dated Fifteenth November Two thousand and one and an acceptance thereof by Messrs Boyds on behalf of Safeway Stores plc on the date lastmentioned (herein referred to as the Variation) (all together herein referred to as "the Missives").

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bold block lettering**

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

**Please complete
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bold block lettering**

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bold block lettering**

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00746956

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A STANDARD SECURITY PRESENTED FOR REGISTRATION IN SCOTLAND ON 27th DECEMBER 2001 DATED THE 17th DECEMBER 2001 AND CREATED BY SAFEWAY STORES PLC FOR SECURING £70,000 AND ALL OTHER MONIES FROM THE COMPANY TO STODDARD INTERNATIONAL PLC UNDER THE TERMS OF THE MISSIVES DATED 17th OCTOBER 2001 AND 15th NOVEMBER 2001 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 9th JANUARY 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th JANUARY 2002.

A handwritten signature in black ink, consisting of a stylized 'S' followed by a loop.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES