



Registration of a Charge

Company Name: **ASDA GROUP LIMITED**

Company Number: **01396513**



XB445ZV4

Received for filing in Electronic Format on the: **16/05/2022**

Details of Charge

Date of creation: **04/05/2022**

Charge code: **0139 6513 0004**

Persons entitled: **DEUTSCHE BANK AG, LONDON BRANCH AS SECURITY TRUSTEE FOR ITSELF AND THE OTHER SECURED PARTIES**

Brief description: **THE MORTGAGED PROPERTY BEING THE LAND LYING TO THE SOUTH EAST OF BITTERSCOTE DRIVE, FAZELEY, STAFFORDSHIRE WITH TITLE NUMBER SF360693 AND OTHER MORTGAGED PROPERTY SPECIFIED IN THE INSTRUMENT. FOR MORE DETAILS, PLEASE REFER TO THE INSTRUMENT.**

Authentication of Form

This form was authorised by: **a person with an interest in the registration of the charge.**

Authentication of Instrument

Certification statement: **I CERTIFY THAT SAVE FOR MATERIAL REDACTED PURSUANT TO S. 859G OF THE COMPANIES ACT 2006 THE ELECTRONIC COPY INSTRUMENT DELIVERED AS PART OF THIS APPLICATION FOR REGISTRATION IS A CORRECT COPY OF THE ORIGINAL INSTRUMENT.**

Certified by: **CLIFFORD CHANCE LLP**



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 1396513

Charge code: 0139 6513 0004

The Registrar of Companies for England and Wales hereby certifies that a charge dated 4th May 2022 and created by ASDA GROUP LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 16th May 2022 .

Given at Companies House, Cardiff on 18th May 2022

The above information was communicated by electronic means and authenticated
by the Registrar of Companies under section 1115 of the Companies Act 2006



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

4 May 2022

THE ENTITIES LISTED IN SCHEDULE 1
(as the Chargors)

and

DEUTSCHE BANK AG, LONDON BRANCH
(as the Security Agent)

SECURITY AGREEMENT

LATHAM & WATKINS

99 Bishopsgate
London EC2M 3XF
United Kingdom
Tel: +44.20.7710.1000
www.lw.com

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THIS CHARGE is made by way of deed on 4 May 2022 by:

- (1) **THE ENTITIES** listed in Schedule 1 (*The Chargors*) (each a “**Chargor**”); and
- (2) **DEUTSCHE BANK AG, LONDON BRANCH** as security trustee for itself and the other Secured Parties (the “**Security Agent**”).

THIS DEED WITNESSES as follows:

1. DEFINITIONS

Terms defined in the Security Agreement (as defined below) shall have the same meanings when used in this deed.

“**Security Agreement**” means the security agreement dated 12 February 2021 between, amongst others, the Chargors named therein and the Security Agent, as previously supplemented and amended by earlier Security Accession Deeds (if any).

2. CONSTRUCTION

Clauses 1.2 (*Construction*) to 1.5 (*Miscellaneous*) of the Security Agreement will be deemed to be set out in full in this deed, but as if references in those clauses to the Security Agreement were references to this deed.

3. LEGAL CHARGE

Each Chargor charges with full title guarantee in favour of the Security Agent (as trustee for the Secured Parties), for the payment and discharge of the Secured Obligations, by way of first legal mortgage, the Real Property specified in Schedule 2 (*Material Real Property*) to this Charge excluding any such leasehold property where the consent of the landlord of such leasehold property has not been obtained (“**Mortgaged Property**”).

4. APPLICATION TO THE LAND REGISTRY

Each Chargor consents and agrees to an application being made to HM Land Registry to enter the following restriction in the Proprietorship Register of any registered land forming the Mortgaged Property:

“No disposition of the registered estate by the proprietor of the registered estate or by the proprietor of any registered charge, not being a charge registered before the entry of this restriction, is to be registered without a written consent signed by the proprietor for the time being of the charge dated [●] in favour of Deutsche Bank AG, London Branch referred to in the charges register or their conveyancer.”

5. FURTHER ADVANCES

- (a) Subject to the terms of the Debt Documents each Lender is under an obligation to make further advances to each Chargor and that obligation will be deemed to be incorporated in this Security Agreement as if set out in this deed.
- (b) Each Chargor consents to an application being made to HM Land Registry to enter the obligation to make further advances on the Charges Register of any registered land forming part of the Mortgaged Property.

6. GOVERNING LAW AND JURISDICTION

This deed and any non-contractual obligations arising out of or in connection with it are governed by English law and the parties agree that the courts of England have exclusive jurisdiction to settle any dispute arising out of or in connection with this deed (including a dispute regarding the existence, validity or termination of this deed or the consequences of its nullity or any non-contractual obligations arising out of or in connection with it).

THIS CHARGE has been executed and delivered as, and is intended to take effect as, a deed by each Chargor and has been signed by the Security Agent on the date written on the first page of this Legal Charge.

SCHEDULE 1**CHARGORS**

| Chargor Name | Registered Address | Registered Number |
|------------------------------------|---------------------------|--------------------------|
| McLagan Investments Limited | England and Wales | 02127156 |
| Asda Stores Limited | England and Wales | 00464777 |
| The Burwood House Group Limited | England and Wales | 02403767 |
| Asda Group Limited | England and Wales | 01396513 |

SCHEDULE 2

MATERIAL REAL PROPERTY

| Property name | Chargor | Address or description | Freehold or Leasehold | Title No. |
|-----------------------|-----------------------------|---|------------------------------|------------------|
| Asda House | McLagan Investments Limited | Asda House, Southbank, Great Wilson Street, Leeds | Freehold | WYK363438 |
| | McLagan Investments Limited | Land lying to the north of Great Wilson Street, Leeds | Freehold | YWE18370 |
| | McLagan Investments Limited | Land lying to the north of Great Wilson Street, Leeds LS11 5AD | Freehold | YY17384 |
| | McLagan Investments Limited | 34 Great Wilson Street, Leeds | Freehold | YWE34629 |
| Worksop Sandy Lane | McLagan Investments Limited | Vesuvius Way, Worksop | Freehold | NT552263 |
| Aberdare Asda | McLagan Investments Limited | Land at Tirfounder Fields, Aberdare | Freehold | WA892626 |
| Hatfield | McLagan Investments Limited | Car parking land Queensway Town Centre, Hatfield | Freehold | HD300264 |
| Ashington Lintonville | McLagan Investments Limited | Land on the West side of Lintonville Road, Ashington (NE63 9XG) | Freehold | ND161584 |
| Doncaster | McLagan Investments Limited | Land lying to the South of Bawtry Road, Doncaster | Leasehold | SYK289827 |
| Mansfield | McLagan Investments Limited | Land on the North side of Old Mill Lane, Mansfield | Freehold | NT325240 |

| Property name | Chargor | Address or description | Freehold or Leasehold | Title No. |
|----------------------|---------------------------------|---|------------------------------|------------------|
| Hull (Hessle Road) | McLagan Investments Limited | ASDA Stores Ltd, Hessle Road, Hull (HU3 4PE) and electricity substations at Havelock Street, Witty Street and Manchester Street, Hull | Freehold | HS286440 |
| Bolton | Asda Stores Limited | Land and buildings on the west side of Blackburn Road, Bolton, BL1 8QG | Freehold | GM657912 |
| | Asda Stores Limited | land and buildings on the West side of Blackburn Road, Bolton, Manchester | Freehold | LA221317 |
| | McLagan Investments Limited | land and buildings on the north east side of Old Road, Astley Bridge, Bolton | Freehold | GM198804 |
| | Asda Stores Limited | Land and Buildings on the North East side of Old Road, Astley Bridge, Bolton | Freehold | GM719573 |
| Ashton | The Burwood House Group Limited | Part of Mill Lane, Ashton under Lyne | Freehold | GM132387 |
| | The Burwood House Group Limited | Land and buildings on the south east side of Lower Wharf Street, Ashton under Lyne | Freehold | GM89392 |
| | The Burwood House Group Limited | Land and buildings on the north side of Hill Street, Ashton, Manchester | Freehold | GM265041 |

| Property name | Chargor | Address or description | Freehold or Leasehold | Title No. |
|----------------------|---------------------------------|---|------------------------------|------------------|
| | The Burwood House Group Limited | Land on the south side of Park Parade and land lying to the south of Hill Street, Ashton-under-Lyne, Manchester | Freehold | GM533714 |
| | The Burwood House Group Limited | Land on the North side of Lower Wharf Street and land on the South side of Hill Street, Ashton under Lyne | Freehold | GM478465 |
| | The Burwood House Group Limited | Land and buildings on the south side of Lower Wharf Street, Ashton-under-Lyne | Freehold | GM458673 |
| | The Burwood House Group Limited | Land on the South side of Hill Street, Ashton under Lyne | Freehold | LA254755 |
| | The Burwood House Group Limited | Land on the North East side of Cavendish Street, Ashton-under-Lyne | Freehold | GM427183 |
| | The Burwood House Group Limited | Land lying to the south of Booth Street, Ashton under Lyne | Freehold | GM362607 |
| | The Burwood House Group Limited | Land on the North side of Mill Lane, Ashton-under-Lyne | Freehold | GM531914 |
| | The Burwood House Group Limited | Land lying to the South East of Lower Wharf Street, Ashton under Lyne | Freehold | GM436712 |
| | The Burwood House Group Limited | Land lying to the East of Cavendish Street, Dukinfield | Freehold | GM453976 |

| Property name | Chargor | Address or description | Freehold or Leasehold | Title No. |
|----------------------|---------------------------------|--|------------------------------|------------------|
| | The Burwood House Group Limited | Land on the east side of Mill Lane and land lying to the south of Park Street, Ashton under Lyne | Freehold | GM80254 |
| Leigh | McLagan Investments Limited | Asda Stores Ltd, Priestners Way, Leigh (WN7 5RZ) | Freehold | GM654866 |
| Barrow | The Burwood House Group Limited | Asda Superstore, Walney Road, Barrow-in-Furness | Freehold | CU39542 |
| | Asda Stores Limited | Land on the South side of Devonshire Road, Barrow-in-Furness | Freehold | CU63393 |
| St Austell | The Burwood House Group Limited | Land on the south west side of Cromwell Road, St Austell, Cornwall | Freehold | CL60396 |
| | McLagan Investments Limited | Land on the south side of Cromwell Road, St Austell, Cornwall | Freehold | CL29932 |
| Pilsworth | McLagan Investments Limited | Asda Stores Ltd, Park 66, Pilsworth Road, Bury BL9 8RS | Freehold | GM459810 |
| Gravesend | McLagan Investments Limited | Asda Store, Imperial Retail Park, Thames Way, Gravesend (DA11 0DQ) | Freehold | K641053 |
| Morley | Asda Stores Limited | Land on the North East side of Howley Park Close, Morley | Freehold | WYK533114 |
| | Asda Stores Limited | Land on the East side of Scotchman Lane, Morley, Leeds | Freehold | WYK300882 |

| Property name | Chargor | Address or description | Freehold or Leasehold | Title No. |
|----------------------|---------------------------------|---|------------------------------|------------------|
| | Asda Stores Limited | Land and buildings on the north side of Howley Park Road, Morley | Freehold | WYK340554 |
| Skelmersdale | Asda Stores Limited | Land on the West side of Northway, Skelmersdale | Freehold | LA839349 |
| Great Yarmouth | The Burwood House Group Limited | Asda Stores Ltd, Acle New Road, Great Yarmouth NR30 1SF | Freehold | NK76056 |
| Radcliffe | McLagan Investments Limited | Asda, Pilkington Way, Radcliffe, Manchester M26 3DA | Freehold | GM690442 |
| | McLagan Investments Limited | Land lying to the West side of Dale Street, Radcliffe | Freehold | GM683611 |
| Blackpool | McLagan Investments Limited | Land on the west side of Cherry Tree Road, Blackpool | Freehold | LA421877 |
| Tamworth | Asda Group Limited | Land lying to the South East of Bitterscote Drive, Fazeley, Staffordshire | Freehold | SF360693 |
| Plymouth | McLagan Investments Limited | Land and buildings at Leypark Drive, Estover, Plymouth | Freehold | DN372780 |
| Farnborough | McLagan Investments Limited | Land lying to the North West of Westmead, Farnborough | Freehold | HP454373 |
| | McLagan Investments Limited | Land lying to the North West of Westmead, Farnborough | Freehold | HP479578 |

| Property name | Chargor | Address or description | Freehold or Leasehold | Title No. |
|-----------------------|-----------------------------|--|------------------------------|------------------|
| | McLagan Investments Limited | Land and buildings to the north west of Westmead Road, Farnborough | Freehold | HP396284 |
| South Woodham Ferrers | Asda Stores Limited | Land and buildings at South Woodham Ferrers, Chelmsford | Freehold | EX635330 |
| Burnley | McLagan Investments Limited | Land and Buildings on the North East side of Canning Street, Burnley | Freehold | LA514520 |
| | McLagan Investments Limited | Land lying to the north east of Princess Way, Burnley | Freehold | LA486744 |
| | McLagan Investments Limited | Land on the north east side of Canning Street, Burnley | Freehold | LA728449 |
| | McLagan Investments Limited | Land lying to the North East of Canning Street, Burnley | Freehold | LA578742 |
| | McLagan Investments Limited | Land Lying to the South East of Princess Way | Freehold | LA664863 |
| | McLagan Investments Limited | Land on the north east side of Canning Street | Freehold | LA546813 |
| | McLagan Investments Limited | Land on the North East side of Canning Street, Burnley | Freehold | LA677991 |
| Cannock | McLagan Investments Limited | Land on the south side of Avon Road, Cannock | Freehold | SF527315 |
| | McLagan Investments Limited | Land on the south east side of Avon Road, Cannock | Freehold | SF458705 |

| Property name | Chargor | Address or description | Freehold or Leasehold | Title No. |
|----------------------|-----------------------------|--|------------------------------|------------------|
| Colne | McLagan Investments Limited | Land associated with Burnley Road, Colne | Freehold | LAN73858 |
| | McLagan Investments Limited | Land on the east side of Boundary Mill, Burnley Road, Colne | Freehold | LAN44273 |
| | McLagan Investments Limited | Asda Stores Ltd, Corporation Street, Colne, BB8 8LU | Freehold | LA961458 |
| Blyth | McLagan Investments Limited | Land lying to the south of Cowpen Road, Blyth | Freehold | ND64029 |
| Bury St Edmunds | McLagan Investments Limited | Land on the north side of Western Way, Bury St Edmunds, Suffolk | Freehold | SK150599 |
| | McLagan Investments Limited | Land on the North side of Western Way, Bury St Edmunds, Suffolk | Freehold | SK128886 |
| | McLagan Investments Limited | Land and buildings at the rear of Minster House, Western Way, Bury St Edmunds, Suffolk | Freehold | SK191410 |
| | McLagan Investments Limited | Minster House, Western Way, Bury St Edmunds, Suffolk | Freehold | SK179512 |
| | McLagan Investments Limited | Land on the north side of Western way, Bury St Edmunds, Suffolk | Freehold | SK251494 |
| Ipswich Stoke Park | McLagan Investments Limited | Stoke Park Centre, Stoke Park Drive, Ipswich | Freehold | SK36117 |
| | McLagan Investments Limited | The Harlequin, 47 The Centre, Stoke Park Drive, Ipswich IP2 9CG | Freehold | SK127623 |

| Property name | Chargor | Address or description | Freehold or Leasehold | Title No. |
|----------------------|-----------------------------|---|------------------------------|------------------|
| Eastleigh | McLagan Investments Limited | Asda Stores, Bournemouth Road, Chandler's Ford, Eastleigh (SO53 3YJ) | Freehold | HP395088 |
| Langley Mill | McLagan Investments Limited | Land on the east side of Wesley Street, Langley Mill, Nottingham | Freehold | DY449612 |
| | McLagan Investments Limited | Land on the north west side of Station Road, Langley Mill, Nottingham | Freehold | DY150200 |
| | McLagan Investments Limited | 219 Station Road, Langley Mill, Nottingham NG16 4AF | Freehold | DY168079 |
| | McLagan Investments Limited | 215 Station Road, Langley Mill, Nottingham NG16 4AF | Freehold | DY318816 |
| | McLagan Investments Limited | 221, 223 and 225 Station Road, Langley Mill, Nottingham | Freehold | DY223031 |
| | McLagan Investments Limited | 3, 9 and 13 Cromford Road, Langley Mill, Nottingham NG16 4ED | Freehold | DY388360 |
| | McLagan Investments Limited | 5 Cromford Road, Langley Mill, Nottingham NG16 4ED | Freehold | DY130211 |
| | McLagan Investments Limited | 15 Cromford Road, Langley Mill, Nottingham NG16 4ED | Freehold | DY152599 |

| Property name | Chargor | Address or description | Freehold or Leasehold | Title No. |
|----------------------|-----------------------------|--|------------------------------|------------------|
| | McLagan Investments Limited | 11 Cromford Road, Langley Mill, Nottingham NG16 4ED | Freehold | DY263041 |
| | McLagan Investments Limited | 7 Cromford Road, Langley Mill, Nottingham NG16 4ED | Freehold | DY141378 |
| | McLagan Investments Limited | 1 Cromford Road, Langley Mill, Nottingham NG16 4ED | Freehold | DY267723 |
| Liscard | McLagan Investments Limited | Land and buildings on the west side of Seaview Road, Liscard, Wallasey | Freehold | MS273088 |
| | McLagan Investments Limited | Land lying to the west of Seaview Road, Wallasey CH45 4NZ | Freehold | MS507687 |
| Birkenhead | McLagan Investments Limited | Land on the south side of Claughton Road, Birkenhead | Freehold | MS579630 |
| | McLagan Investments Limited | Land on the north side of Grange Road, Birkenhead | Freehold | MS219225 |
| | McLagan Investments Limited | Land on the south side of Claughton Road, Birkenhead | Leasehold | MS663175 |
| Clayton Green | McLagan Investments Limited | Land and buildings lying to the north of Clayton Green Road, Clayton Green | Freehold | LA716621 |
| | McLagan Investments Limited | Land lying to the west of Clayton Green Sports Centre, Clayton Green | Freehold | LA808422 |

| Property name | Chargor | Address or description | Freehold or Leasehold | Title No. |
|----------------------|---------------------------------|---|------------------------------|------------------|
| | McLagan Investments Limited | Land on the east side of The Martindales, Clayton-le-Woods, Chorley | Freehold | LA898759 |
| Barnes Hill | McLagan Investments Limited | land on the North West side of Barnes Hill, Northfield, Birmingham | Freehold | WM913854 |
| | McLagan Investments Limited | Land on the west side of Barnes Hill, Birmingham | Freehold | MM3322 |
| | McLagan Investments Limited | R S P C A, Barnes Hill, Birmingham B29 5UP | Freehold | WM913855 |
| | McLagan Investments Limited | All Electric Garages, Barnes Hill, Birmingham B29 5UP | Freehold | WM586801 |
| | McLagan Investments Limited | Land adjoining the Animal Hospital at Woodgate Valley Country Park | Freehold | WM386230 |
| Minworth | McLagan Investments Limited | Land on the North East side of Walmley Ash Road, Sutton Coldfield | Freehold | WM66455 |
| Oadby | McLagan Investments Limited | Land on the East side of Leicester Road, Leicestershire | Freehold | LT24425 |
| | McLagan Investments Limited | Land on the west side of Regent Street, Oadby | Freehold | LT12609 |
| Telford Resite | McLagan Investments Limited | Malinslee House and Walker House, Telford | Freehold | SL221073 |
| Leicester PA | The Burwood House Group Limited | Asda Stores and Garden Centre, Narborough Road South, Blaby (LE3 2LL) | Freehold | LT227116 |

| Property name | Chargor | Address or description | Freehold or Leasehold | Title No. |
|----------------------|---------------------------------|--|------------------------------|------------------|
| | McLagan Investments Limited | Land lying to the South East of Narborough Road South, Enderby | Freehold | LT84037 |
| Thurmaston | McLagan Investments Limited | Asda Superstore, Barkby Thorpe Lane, Thurmaston LE4 8GP | Freehold | LT226011 |
| Halifax | Asda Stores Limited | Land at Thrum Hall Lane, Halifax | Freehold | WYK714946 |
| Keighley | McLagan Investments Limited | Land and buildings on the south side of Bradford Street, Keighley | Freehold | WYK97785 |
| | McLagan Investments Limited | Land at the junction of Bradford Street and Bradford Road, Bradford | Freehold | WYK694468 |
| | McLagan Investments Limited | Land and buildings on the South West side of Bradford Street, Keighley | Freehold | WYK666776 |
| Barnsley | The Burwood House Group Limited | Land on the north west side of Old Mill Lane, Barnsley | Freehold | SYK326645 |
| | The Burwood House Group Limited | Land lying to the north west of Canal Street, Barnsley | Freehold | SYK498212 |
| | The Burwood House Group Limited | Land on the north west side of Canal Street, Barnsley | Freehold | SYK498213 |
| | Asda Stores Limited | Star Paper Mills, Old Mill Lane, Barnsley | Freehold | SYK247330 |
| Falmouth | Asda Stores Limited | Land and buildings on the south side of Jennings Road, Penryn | Freehold | CL119857 |

| Property name | Chargor | Address or description | Freehold or Leasehold | Title No. |
|----------------------|-----------------------------|---|------------------------------|------------------|
| | Asda Stores Limited | Land and buildings on the south side of Jennings Road, Penryn | Freehold | CL123559 |
| Benton | Asda Stores Limited | Land and buildings on the South East side of Whitley Road, Longbenton | Freehold | TY137982 |
| | Asda Stores Limited | Land and buildings on the East side of Whitley Road, Longbenton | Freehold | TY169997 |
| Chatham | McLagan Investments Limited | Asda Store, Maidstone Road, Chatham ME5 9SE | Freehold | K756035 |
| Donnington Wood | McLagan Investments Limited | Land lying to the north of Wrockwardine Wood Way, Donnington Wood, Telford | Freehold | SL112959 |
| Darlaston | Asda Stores Limited | Land lying to the West of King Street, Walsall | Freehold | SF61409 |
| | Asda Stores Limited | Land and buildings on the North East side of St Lawrence Way and on the South side of New Street, Darlaston | Freehold | WM817542 |
| | Asda Stores Limited | Land adjoining King Street Precinct, Darlaston | Freehold | WM867514 |
| | Asda Stores Limited | 2 High Street, Walsall | Freehold | SF40011 |
| | Asda Stores Limited | land on the south side of High Street, Darlaston | Freehold | WM183494 |

| Property name | Chargor | Address or description | Freehold or Leasehold | Title No. |
|----------------------|-----------------------------|---|------------------------------|------------------|
| | Asda Stores Limited | land on the West side of King Street, Darlaston | Freehold | WM260067 |
| | Asda Stores Limited | Land lying to the west of King Street, Darlaston, Wednesbury | Freehold | MM4500 |
| | Asda Stores Limited | Land lying to the south of High Street, Darlaston, Wednesbury | Freehold | WM742746 |
| | Asda Stores Limited | Land lying to the west of King Street, Darlaston | Freehold | WM826346 |
| Sheffield Mosborough | McLagan Investments Limited | Land on the northern side of Beighton Road East, Sheffield | Freehold | SYK532937 |
| Newport IOW | McLagan Investments Limited | Land lying to the east of St Georges Way, Newport | Freehold | IW82103 |
| Woking Sheerwater | McLagan Investments Limited | Land and buildings on the South-West side of Albert Drive, Sheerwater | Freehold | SY499593 |
| | McLagan Investments Limited | Land and buildings on the North East side of Forsyth Road, Sheerwater | Freehold | SY598406 |
| Cheltenham | McLagan Investments Limited | Land on the south side of Hatherley Lane, Cheltenham | Freehold | GR349493 |
| Clacton-on-Sea | Asda Stores Limited | Land at Bull Hill Road, Clacton-On-Sea CO15 4AU | Freehold | EX511744 |
| Lincoln (New) | McLagan Investments Limited | Asda Stores Ltd, Newark Road, North Hykeham, Lincoln LN6 8JY | Freehold | LL140781 |

| Property name | Chargor | Address or description | Freehold or Leasehold | Title No. |
|----------------------|-----------------------------|---|------------------------------|------------------|
| | McLagan Investments Limited | Land on the South-East side of Newark Road, North Hykeham | Freehold | LL131769 |
| Sinfin | McLagan Investments Limited | Land on the south east side of Grampian Way, Derby | Freehold | DY37673 |
| | McLagan Investments Limited | Electricity Sub-Station, Arleston Lane, Stenson Fields, Derby | Freehold | DY28779 |
| Sefton Park | McLagan Investments Limited | Land on the south westerly side of Smithdown Road, Liverpool | Freehold | MS387740 |
| Hartlepool | McLagan Investments Limited | Land at Hartlepool Marina, Hartlepool | Freehold | CE131888 |
| Arnold | McLagan Investments Limited | Land and buildings on the West side of Front Street Arnold | Freehold | NT73994 |
| | McLagan Investments Limited | Police Station, 101 High Street, Arnold, Nottingham NG5 7DQ | Freehold | NT446991 |
| Oldbury | McLagan Investments Limited | Land lying on the West side of Titford Road | Freehold | WM525901 |
| | Asda Stores Limited | Land and buildings on the east side of Wolverhampton Road, Oldbury | Freehold | WM315511 |
| Shoeburyness | Asda Stores Limited | land and buildings lying to the East of North Shoebury Road, North Shoebury | Freehold | EX368491 |

| Property name | Chargor | Address or description | Freehold or Leasehold | Title No. |
|----------------------|---------------------------------|---|------------------------------|------------------|
| Lancaster | The Burwood House Group Limited | Land and buildings on the south east side of Ovangle Road, Heaton with Oxcliffe | Freehold | LA878484 |
| | The Burwood House Group Limited | Land on the north side of Salt Ayre Lane, Heaton with Oxcliffe | Freehold | LA666500 |
| | The Burwood House Group Limited | Land on the South East side of Ovangle Road, Heaton with Oxcliffe | Freehold | LA885201 |
| Tilbury | McLagan Investments Limited | Asda Stores Ltd, Thurrock Park Way, Tilbury RM18 7HJ | Freehold | EX541532 |
| Eastbourne | McLagan Investments Limited | The Crumbles, Pevensey Bay Road, Eastbourne (BN23 6JH) | Freehold | ESX153596 |
| | McLagan Investments Limited | Asda Stores Ltd, The Crumbles, Pevensey Bay Road, Eastbourne (BN23 7JH) | Freehold | ESX181408 |
| Stafford | McLagan Investments Limited | Arc Carwash, Lammascote Road, Stafford ST16 3TA | Freehold | SF413823 |
| Norwich | The Burwood House Group Limited | Land and buildings on the east side of Drayton High Road, Norwich | Freehold | NK75032 |
| | The Burwood House Group Limited | Land on the north west side of Boundary Road, Norwich | Freehold | NK382711 |
| Gosforth | McLagan Investments Limited | ASDA Stores Ltd, Great North Road, Gosforth NE3 5DY | Freehold | TY206163 |

| Property name | Chargor | Address or description | Freehold or Leasehold | Title No. |
|----------------------|---------------------------------|---|------------------------------|------------------|
| | McLagan Investments Limited | Land on the north side of Hollywood Avenue, Gosforth | Freehold | TY202618 |
| Wakefield Durkar | McLagan Investments Limited | Land on the Northwest side of and Northeast side of Standbridge Lane and Durkar Low Lane respectively and land to the Northwest thereof which connects with Denby Dale Road | Freehold | WYK284272 |
| | The Burwood House Group Limited | Asda Superstore, Asdale Road, Wakefield WF2 7EQ | Freehold | WYK636756 |
| Small Heath | McLagan Investments Limited | Land and buildings on the South West side of Coventry Road, Small Heath | Freehold | WM438548 |
| Grimsby | The Burwood House Group Limited | Land and buildings on the North side of Eastmarsh Street, Grimsby | Freehold | HS162465 |
| | Asda Stores Limited | Land to west of Wellington Street, Grimsby | Freehold | HS244193 |
| Chorley | McLagan Investments Limited | Land and buildings on and lying to the east side of Pall Mall, Chorley | Freehold | LA662336 |
| | McLagan Investments Limited | Public Conveniences, Pall Mall, Chorley | Freehold | LAN42527 |
| | McLagan Investments Limited | Land on the south east side of Leigh Row, Chorley (PR7 3DL) | Freehold | LA894640 |

| Property name | Chargor | Address or description | Freehold or Leasehold | Title No. |
|----------------------|-----------------------------|---|------------------------------|------------------|
| | McLagan Investments Limited | Land on the south west side of Bolton Street, Chorley | Freehold | LA694722 |
| | McLagan Investments Limited | Land and buildings at John Street and Colliery Street, Chorley | Freehold | LA605337 |
| | McLagan Investments Limited | Land on the west side of Leigh Street, Chorley | Freehold | LA772539 |
| | McLagan Investments Limited | Land at Leigh Street, Chorley | Freehold | LAN147905 |
| | McLagan Investments Limited | National Probation Service, Leigh Street, Chorley PR7 3DJ | Freehold | LA611070 |
| | McLagan Investments Limited | Land on the north west side of Leigh Row, Chorley | Freehold | LA553300 |
| | McLagan Investments Limited | Land on the north-west side of Leigh Street, Chorley | Freehold | LA585492 |
| | McLagan Investments Limited | Europcar UK Ltd, Leigh Street, Chorley PR7 3DJ | Freehold | LA775202 |
| | McLagan Investments Limited | 25 Shaw Hill Street, Chorley (PR7 3LU) | Freehold | LA965367 |
| | McLagan Investments Limited | Land on the north side of Leigh Row, Chorley | Freehold | LA689072 |
| Weston Super Mare | Asda Stores Limited | Land and buildings on the north side of Winterstoke Road, Weston-super-Mare | Freehold | ST158316 |

| Property name | Chargor | Address or description | Freehold or Leasehold | Title No. |
|----------------------|---------------------------------|--|------------------------------|------------------|
| Sheffield (New) PA | McLagan Investments Limited | Land on the north west side of Richmond Park Road, Sheffield | Freehold | SYK428022 |
| | Asda Stores Limited | Land on the South West side of Handsworth Road, Sheffield | Freehold | SYK366723 |
| Leicester Abbey Lane | McLagan Investments Limited | Land on the east side of Abbey Lane, Leicester | Freehold | LT452933 |
| Bromborough | McLagan Investments Limited | Land on the south side of Welton Road, Bromborough | Freehold | MS428720 |
| | McLagan Investments Limited | Land at Welton Road, Bromborough | Freehold | MS428722 |
| | McLagan Investments Limited | Land and buildings lying to the North west of Caldbeck Road, Bromborough, Wirral | Freehold | MS279788 |
| Corby | The Burwood House Group Limited | Asda Store, Phoenix Park Way, Corby NN17 5DT | Freehold | NN202322 |
| Dewsbury | McLagan Investments Limited | Altert Mills and Bridge Mills, Mill Street West, Dewsbury | Freehold | WYK424489 |
| | McLagan Investments Limited | Land and Buildings on the East side of Mill Street West, Dewsbury | Freehold | WYK409325 |
| | McLagan Investments Limited | Land and buildings on the East side of Mill Street, West Dewsbury | Freehold | WYK409419 |

| Property name | Chargor | Address or description | Freehold or Leasehold | Title No. |
|----------------------|---------------------------------|---|------------------------------|------------------|
| | McLagan Investments Limited | Land lying to the north east of Mill Street West, Dewsbury | Freehold | WYK697153 |
| | McLagan Investments Limited | 1 to 27 Savile Road, Savile Town, Dewsbury | Freehold | WYK30515 |
| Sunderland | The Burwood House Group Limited | Land and buildings on the south side of Leechmere Road, Sunderland | Freehold | TY38181 |
| Aintree | The Burwood House Group Limited | Land on the east side of Ormskirk Road, Aintree | Freehold | MS161291 |
| | The Burwood House Group Limited | Land lying to the east of Ormskirk Road, Aintree | Freehold | MS270631 |
| Kettering (Ex Co-Op) | McLagan Investments Limited | Land on the north west side of Northfield Avenue, Kettering | Freehold | NN297601 |
| | McLagan Investments Limited | Land lying to the west of Northfield Avenue, Kettering | Freehold | NN298051 |
| South Norwich | McLagan Investments Limited | Land and buildings on the east side of Hall Road, Norwich (NR4 6DR) | Freehold | NK330841 |
| | McLagan Investments Limited | Land lying on the South East side of Hall Road, Norwich | Freehold | NK257818 |
| Leeds Middleton | McLagan Investments Limited | Land and buildings on the south east side of Sharp Lane, West Middleton | Leasehold | WYK434422 |
| Hereford | Asda Stores Limited | Land lying to the north of Belmont Road, Hereford | Freehold | HE2292 |

| Property name | Chargor | Address or description | Freehold or Leasehold | Title No. |
|----------------------|---------------------------------|--|------------------------------|------------------|
| | Asda Stores Limited | 2 Belmont Road, Hereford HR2 7JE | Freehold | HE4570 |
| | Asda Stores Limited | 4-6 Belmont Road, Hereford (HR2 7JE) | Freehold | HE2880 |
| Bishop Auckland | McLagan Investments Limited | Land and buildings on the east side of Union Street, Bishop Auckland | Freehold | DU257508 |
| | McLagan Investments Limited | Land at South View, Bishop Auckland | Freehold | DU240762 |
| | McLagan Investments Limited | Land and buildings lying to the south of Union Street, Bishop Auckland | Freehold | DU222376 |
| | McLagan Investments Limited | Land adjoining Wilsons Foundry, 6 South Church Road, Bishop Auckland, DL14 7LA | Freehold | DU198747 |
| Fulwood | The Burwood House Group Limited | Land on the west side of Midgery Lane, Fulwood, Preston | Freehold | LA521057 |
| Derby | McLagan Investments Limited | Asda Superstore, Derby Road, Spondon, Derby | Freehold | DY174488 |
| | The Burwood House Group Limited | Asda Superstore, Derby Road, Spondon, Derby (DE21 7UY) | Freehold | DY203416 |
| Hyson Green | McLagan Investments Limited | Two former electricity substation sites lying to the east of Radford Road, Hyson Green | Freehold | NT271465 |
| | McLagan Investments Limited | Land lying to the South West of Noel Street, Hyson Green | Freehold | NT324122 |

| Property name | Chargor | Address or description | Freehold or Leasehold | Title No. |
|----------------------|-----------------------------|--|------------------------------|------------------|
| | McLagan Investments Limited | Land on the North East side of Radford Road, Hyson Green, Nottingham | Freehold | NT242218 |
| Walton | McLagan Investments Limited | 121 to 159 (odd) Richard Kelly Drive, 61 to 97 (odd) Abingdon Road and 169 to 195 (odd) and land lying to the North of Utting Avenue | Freehold | MS286339 |
| Pudsey | McLagan Investments Limited | Asda Stores Ltd, Owlcotes Centre, Stanningley By Pass, Stanningley, Pudsey (LS28 6AR) | Freehold | WYK476110 |
| Wolverhampton | McLagan Investments Limited | Land on the West side of North Road | Freehold | WM474380 |
| Poole | McLagan Investments Limited | Land at West Butts, West Quay Road, Poole | Leasehold | DT310418 |
| | McLagan Investments Limited | Land on the North West of West Quay Road, Poole | Freehold | DT243034 |
| | McLagan Investments Limited | Land lying to the West of Sterte Road, Poole | Freehold | DT47322 |
| | McLagan Investments Limited | Land and buildings on the North side of West Quay Road, Poole | Freehold | DT125033 |
| | McLagan Investments Limited | Part of Feed Mill, West Quay Road, Poole | Freehold | DT254973 |
| | McLagan Investments Limited | Land at West Quay Road, Poole | Freehold | DT264893 |

| Property name | Chargor | Address or description | Freehold or Leasehold | Title No. |
|----------------------|-----------------------------|---|------------------------------|------------------|
| | McLagan Investments Limited | Land lying to the North of West Quay Road, Poole | Freehold | DT253698 |
| | McLagan Investments Limited | Land lying to the north of West Quay Road, Holes Bay, Poole | Freehold | DT310417 |
| | McLagan Investments Limited | Land on the West side of Sterte Road | Freehold | DT15784 |
| Huyton (New) PA | McLagan Investments Limited | Land and buildings on the East side of Lathom Road, Huyton | Freehold | MS480796 |
| | McLagan Investments Limited | 1 to 10 Lumby Avenue, Huyton | Freehold | MS53110 |
| | McLagan Investments Limited | Lathom Road Clinic, Lathom Road, Huyton | Freehold | MS484000 |
| Doncaster | McLagan Investments Limited | Asda Stores, Bawtry Road, Doncaster DN4 7PD | Freehold | SYK518803 |
| St Leonards on Sea | McLagan Investments Limited | Land and buildings on the North West side of Sedlescombe Road South and Battle Road, St Leonards on Sea | Freehold | ESX209096 |
| Great Bridge | McLagan Investments Limited | Land on the south side of Brickhouse Lane South, Great Bridge, Tipton | Freehold | WM655200 |
| Patchway | McLagan Investments Limited | Land and buildings on the North Side of Highwood Lane, Patchway | Freehold | AV135571 |
| Runcorn | McLagan Investments Limited | Asda Supermarket Site, Shopping City, Runcorn | Freehold | CH320156 |

| Property name | Chargor | Address or description | Freehold or Leasehold | Title No. |
|----------------------|-----------------------------|---|------------------------------|------------------|
| Rotherham | McLagan Investments Limited | Land on the North side of Doncaster Road, Rotherham | Freehold | SYK305742 |
| Long Eaton | Asda Stores Limited | Land lying to the North of Erewash Street, Long Eaton | Freehold | DY218208 |
| | McLagan Investments Limited | Land and buildings on the north side of Nottingham Road, Long Eaton | Freehold | DY219373 |
| | McLagan Investments Limited | ASDA Stores Ltd, Midland Street, Long Eaton, Nottingham (NG10 1NY) and Ocean Car Cleaning Centre, Midland Street, Long Eaton, Nottingham (NG10 1NY) | Freehold | DY191693 |
| | McLagan Investments Limited | Land and buildings on the East side of Midland Street, Long Eaton | Freehold | DY318903 |
| Sutton Ashfield PA | McLagan Investments Limited | Land lying to the North West of Outram Street, Sutton in Ashfield | Freehold | NT291827 |
| | McLagan Investments Limited | Land on the South East side of Priestic Road, Sutton in Ashfield | Freehold | NT275340 |
| | McLagan Investments Limited | Land lying to the south east of Priestic Road, Sutton in Ashfield | Freehold | NT336823 |
| Stockton Resite | Asda Stores Limited | Land lying to the north and on the north side of Marston Road, Portrack Industrial Estate, Stockton | Freehold | CE155414 |

| Property name | Chargor | Address or description | Freehold or Leasehold | Title No. |
|------------------------------|-----------------------------|--|------------------------------|------------------|
| | Asda Stores Limited | Land lying to the East of Portrack Lane, Stockton-on-Tees | Freehold | CE70325 |
| | Asda Stores Limited | Land near Portrack Lane, Stockton-on-Tees | Freehold | CE67492 |
| | Asda Stores Limited | Land lying to the North of Marston Road, Stockton-on-Tees | Freehold | CE90650 |
| | Asda Stores Limited | Land lying to the North East of Marston Road, Stockton-on-Tees | Freehold | CE78371 |
| Ashington Lintonville Ter | McLagan Investments Limited | Land to the east of Lintonville Road, Ashington | Freehold | ND142028 |
| | McLagan Investments Limited | Land and buildings on the West side of Lintonville Road, Ashington | Freehold | ND42330 |
| Lowestoft | McLagan Investments Limited | Land on the North side of Horn Hill, Lowestoft | Freehold | SK285838 |
| | McLagan Investments Limited | Land on the north side of Horn Hill, Lowestoft | Freehold | SK273652 |
| | McLagan Investments Limited | Land at Horn Hill, Lowestoft | Freehold | SK285805 |
| | McLagan Investments Limited | Land at Belvedere Road, Lowestoft | Freehold | SK252852 |
| | McLagan Investments Limited | Land at South Wharf, Lowestoft | Freehold | SK84784 |

| Property name | Chargor | Address or description | Freehold or Leasehold | Title No. |
|----------------------|-----------------------------|--|------------------------------|------------------|
| Rushden | McLagan Investments Limited | 157 High Street, Rushden NN10 0PA | Freehold | NN53079 |
| | McLagan Investments Limited | Land on the west side of High Street, Rushden | Freehold | NN1743 |
| Fleetwood | McLagan Investments Limited | Land on the west side of Styan Street, Fleetwood | Freehold | LA742189 |
| | McLagan Investments Limited | 194 Dock Street, Fleetwood FY7 6NU | Freehold | LA746414 |
| | McLagan Investments Limited | Land and buildings on the North West Side of Styan Street, Fleetwood | Freehold | LA580715 |
| Bootle | McLagan Investments Limited | 51-53 Bank Road, Bootle (L20 4AT) | Freehold | MS181199 |
| | McLagan Investments Limited | Land and buildings on the East side of Bank Road, Bootle | Freehold | MS52420 |
| | McLagan Investments Limited | Asda House, Southbank, Great Wilson Street, Leeds LS11 5AD | Freehold | MS100630 |
| | McLagan Investments Limited | Land at Bank Road, Bootle | Freehold | MS546319 |
| Glasshoughton | McLagan Investments Limited | Asda Stores Ltd, Leeds Road, Glasshoughton, Castleford WF10 5EL | Freehold | WYK302130 |
| | McLagan Investments Limited | Land on the south of Leeds Road, Glasshoughton, Castleford | Freehold | WYK866345 |

| Property name | Chargor | Address or description | Freehold or Leasehold | Title No. |
|----------------------|---------------------------------|---|------------------------------|------------------|
| Killingbeck | McLagan Investments Limited | Land and buildings on the North side of York Road, Killingbeck | Freehold | WYK454876 |
| Queensferry | McLagan Investments Limited | Land on the north side of Aston Road, Queensferry, Deeside | Freehold | WA770822 |
| Caerphilly | McLagan Investments Limited | Hypermarket, Pontygwindy Road, Caerphilly | Freehold | WA21698 |
| Wrexham | McLagan Investments Limited | Land Lying to the North East of Holt Road, Wrexham | Freehold | CYM4257 |
| Newport (Wales) | McLagan Investments Limited | Land and building lying to west of lower Dock Street, Newport | Freehold | WA602284 |
| | McLagan Investments Limited | Newport Cattle Market, Ruperra Street, Newport | Freehold | CYM445822 |
| Cardiff Coryton | The Burwood House Group Limited | Land and buildings lying to the South of Northern Avenue, Coryton | Freehold | WA162395 |
| Pentwyn | McLagan Investments Limited | Retail Food Premises, North Pentwyn | Freehold | WA744761 |
| Llandudno | Asda Stores Limited | Land and buildings on the south west side of Conway Road, Llandudno | Freehold | CYM203609 |
| | Asda Stores Limited | Land on the north west side of Ffordd Penrhyn, Llandudno | Freehold | CYM197009 |
| Bradford | McLagan Investments Limited | Land on the West side of Rooley Lane, West Bowling, Bradford | Freehold | WYK609089 |

| Property name | Chargor | Address or description | Freehold or Leasehold | Title No. |
|----------------------|-----------------------------|--|------------------------------|------------------|
| | McLagan Investments Limited | Land on the North-West side of Rooley Lane, Bradford, BD4 7SR | Leasehold | WYK611208 |
| Bridgend | McLagan Investments Limited | Land lying to the north east of Free School Court, Bridgend | Freehold | WA83335 |
| | McLagan Investments Limited | Land on the south east side of Cheapside, Bridgend Industrial Estate, Bridgend | Freehold | CYM393132 |
| | McLagan Investments Limited | Land lying to the North of Coychurch Road Gardens, Bridgend | Freehold | WA429185 |
| | McLagan Investments Limited | Land lying to the North West of Coychurch Road, Bridgend | Freehold | CYM16087 |
| | McLagan Investments Limited | Land on the north west side of Coychurch Road Bridgend | Leasehold | CYM287260 |
| | McLagan Investments Limited | Land and buildings lying to the North West of Coychurch Road, Bridgend | Freehold | WA541162 |
| Portsmouth | McLagan Investments Limited | The Bridge Shopping Centre, Somers Road North, Portsmouth (PO1 1SL) | Freehold | PM4799 |
| Nuneaton | McLagan Investments Limited | Land and buildings on the North side of Newton Road and Bond Street, Nuneaton | Freehold | WK298043 |

| Property name | Chargor | Address or description | Freehold or Leasehold | Title No. |
|----------------------|-----------------------------|--|------------------------------|------------------|
| | McLagan Investments Limited | Land lying to the North of Newtown Road, Nuneaton, Warwickshire | Freehold | WK337608 |
| Hatfield | McLagan Investments Limited | 100 Town Centre, Hatfield (AL10 0JW) | Freehold | HD343331 |
| | McLagan Investments Limited | 33 The Common, Hatfield | Freehold | HD176369 |
| | McLagan Investments Limited | Land lying to the North of Queensway, Hatfield | Leasehold | HD374900 |
| Kendal | McLagan Investments Limited | Asda, Burton Road, Kendal | Freehold | CU82917 |
| Rugby | McLagan Investments Limited | Land at Chapel Street, Rugby (CV21 3EB) | Freehold | WK462538 |
| | McLagan Investments Limited | Part of the basement and ground floor at The Swan Centre, Chapel Street, Rugby | Leasehold | WK496333 |
| | McLagan Investments Limited | Units SU1-SU4, The Swan Centre, Chapel Street, Rugby, CV21 3EB | Leasehold | WK496334 |
| Accrington | McLagan Investments Limited | Land on the west side of Electricity Street, Accrington | Leasehold | LA679446 |
| | McLagan Investments Limited | Land on the north side of Hyndburn Road, Accrington | Freehold | LA584687 |

SIGNATORIES TO SECURITY AGREEMENT

**EXECUTED as a DEED by
MCLAGAN INVESTMENTS LIMITED
acting by its attorney**

HELEN SELBY
(Print name)

(Signature)

in the presence of:

Witness:

Name: _____

LOUSE (ASCM)

Address:

Atom Nucleus, LEADS

Occupation:

SOUTHER

**EXECUTED as a DEED by
ASDA STORES LIMITED**
acting by its attorney

HELEN SEB
(Print name)



(Signature)

in the presence of:

Witness:



Name:

LUNSE CHSE

Address:

ASDA HOUSE

Occupation:

SOLICITOR

EXECUTED as a DEED by
THE BURWOOD HOUSE GROUP
LIMITED acting by its attorney

MAON SARB
(Print name)

)
)
)
)
)



(Signature)

in the presence of:

Witness:



Name:

LOUISE CASEY

Address:

ASDA HOUSE, LEEDS

Occupation:

SOLICITOR

EXECUTED as a DEED by
ASDA GROUP LIMITED acting by:

JOHN FALLON

as Director:

)
)
)
)
)
)



Witness:



Name:

ANNA HUDSON

Address:

60 JSPR HOUSE LEADS W11 5AD

Occupation:

SOLICITOR

THE SECURITY AGENT

Executed as a **DEED** for and on behalf of

DEUTSCHE BANK AG, LONDON BRANCH

by:



Susan Ferguson
VP



ROBERT BABB
DIRECTOR

In the presence of:



NAME: *DAVID BRITTON*

ADDRESS:

c/o Legal Department

Winchester House

1 Great Winchester Street

London

EC2N 2DB



NAME: *DAVID BRITTON*

ADDRESS:

c/o Legal Department

Winchester House

1 Great Winchester Street

London

EC2N 2DB