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CHFP041

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

* Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

A fee of £13 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

22

03575203

Name of company

*Santon Retail Limited (the "Chargor")

Date of creation of the charge

6 October 2008

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

Standard Security (the "Standard Security")

Amount secured by the mortgage or charge

The payment, discharge and performance by the Chargor of each and all of
the Liabilities when due and if no time for payment is specified, on
demand by the Chargee

See attached Form 395(cont) for definitions

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

Tesco Stores Limited, Tesco House, Delamare Road, Cheshunt

Hertfordshire (the "Chargee")

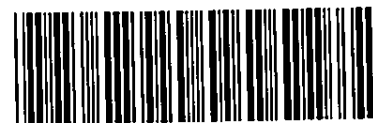
Postcode EN8 9SL

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

Sample Fraser LLP
130 St Vincent Street
Glasgow
G2 5HF
GW337
LBA/1229-944

Time critical reference

For official use (02/2001)
Mortgage Section



PMO *PG85400M* 24/10/08 445
COMPANIES HOUSE

A29 *AVYB747W* 23/10/2008 131
COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

Subjects at Stobcross and Robert Street, Arbroath registered in the Land Register of Scotland under Title Number ANG22894

Please do not write in this margin

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

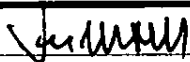
A fee is payable to Companies House in respect of each register entry for a mortgage or charge (See Note 5)

† Delete as appropriate

Particulars as to commission allowance or discount (note 3)

N/A

Signed



Date

22.10.08

On behalf of (company) (mortgagee/chargee) †

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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. 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 CF4 3UZ.

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Particulars of a mortgage or charge (continued)

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

Company number

03575203

Please complete
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bold block lettering

*Delete if
inappropriate

Name of company

Santon Retail

Limited*

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

"Liabilities" means all monies and liabilities which shall from time to time (and whether on or at any time after any demand or judgement) be due, owing or incurred by the Chargor to the Chargee under the Finance Documents including interest and other costs, charges and expenses under the Standard Security

"Finance Documents" means each and all of the Tesco Facility Agreement, the Security Documents, the TPHL Option and the TPHL Pre-emption and all other documents or instruments granted or created in favour or for the benefit of the Chargee under the Tesco Facility Agreement and so designated by the Chargor and Chargee together now or in the future

"Tesco Facility Agreement" means the Facility Agreement entered into between the Chargor and the Chargee dated 11 September 2008

"Security Documents" has the meaning given to it in the Tesco Facility Agreement

"TPHL Option" has the meaning given to it in the Tesco Facility Agreement

"TPHL Pre-emption" has the meaning given to it in the Tesco Facility Agreement



COMPANIES FORM No. 398

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

0175 45/28
398

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

Please do not
write in
this margin

Please complete
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bold block lettering

* Insert full name
of company

To the Registrar of Companies
(Address overleaf)

For official use Company number

[] [] [] []

03575203

Name of company

* Santon Retail Limited

FAX
I, JOHN MITCHELL

of Semple Fraser LLP, 130 St Vincent Street, Glasgow, G2 5HF

† give date and
parties to charge

certify that the charge† by Santon Retail Limited in favour of Tesco Stores
Limited dated 29 September 2008

‡ delete as
appropriate

of which a true copy is annexed to this form was presented for registration on 6 October 2008
in [Scotland] Northern Ireland

Signed

[Signature]

Date

22.10.08

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

Semple Fraser LLP
130 St Vincent Street
Glasgow
G2 5HF
GW337

LBA11229-944

For official use (02/06)
Mortgage section

TH

A29

AVYB847X
23/10/2008
COMPANIES HOUSE

130

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Companies M398

2006 Edition 2 2006
COM398/1

5017393

Notes

The address of the Registrar of Companies is -

Companies House
Crown Way
Cardiff
CF14 3UZ



FILE COPY
CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE

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

COMPANY NO. 3575203

CHARGE NO. 22

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH
WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON 6
OCTOBER 2008 AND CREATED BY SANTON RETAIL LIMITED
FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM
THE COMPANY TO TESCO STORES LIMITED UNDER THE
TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING
OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT
TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE
24 OCTOBER 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27 OCTOBER
2008

plc



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES