

Particulars of a mortgage or charge

Please do not
write in
this margin

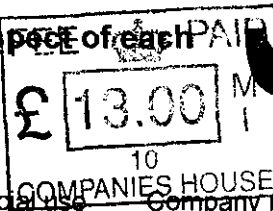
A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

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

Pursuant to section 395 of the Companies Act 1985

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

For official use



Company number

3

04167779

Name of company

*Insert full name
of company

TOPLAND SERVICES LIMITED

Date of creation of the charge

6 APRIL 2006

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

02 (Deed of) Legal Charge

Amount secured by the mortgage or charge

10
10 (all)
All moneys, obligations and liabilities whatsoever which may now or at any time in the future be due, owing or incurred by Topland Group Holdings Limited and any company from time to time which is a holding company or subsidiary of Topland Group Holdings Limited and any subsidiary undertaking or associate of any such company from time to time which has an obligation to any Lender in relation to the Indebtedness ("Group Member") to Norwich Union Mortgage Finance Limited ("Trustee"), Aviva plc and any company which is or becomes a holding company of any such company or subsidiary or associate of any such company or holding company which lends or has lent to, or is at any time owed moneys by, any Group Member ("Lender") or for or in respect of which any Group Member may be liable to the Trustee or any Lender whether present or future, actual or contingent on any account whatsoever and in any manner whatsoever, as principal or surety or cautioner and whether alone or jointly with any other party or parties, including, without limitation, interest, legal and other costs, charges and expenses ("Indebtedness").

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

Norwich Union Mortgage Finance Ltd

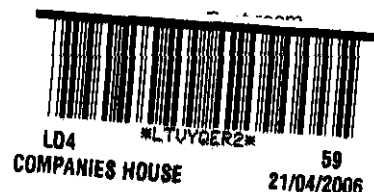
Sentinel House, 37 Surrey Street,
Norwich, Norfolk

Postcode NR1 3UY

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

Norwich Union Mortgage Finance Limited
DX 84904
Norwich 3
MFL/CML/LAC/353863/TOPLAND

For official use
Mortgage Sec



Time critical reference

Short particulars of all the property mortgaged or charged

1. By way of beneficial interest See continuation sheet including all buildings, erections and fixtures and fittings (but excluding tenants' fixtures and fittings) and fixed plant, equipment and machinery for the time being thereon and all improvements and additions thereto and all easements, benefits, rights and licences appurtenant thereto subject to and with the benefit of all leases, underleases, tenancies, agreements for lease, rights, options, covenants, indemnities, guarantees, warranties and covenants and conditions affecting the same and all proceeds of sale therefrom but otherwise free from encumbrance, and includes all other property from which time to time shall become subject to this deed pursuant to Clauses 4 or 7 save, for the avoidance of doubt, any property situated in Scotland, and references to the Property include any part thereof.
2. By way of fixed charge, all moneys from time to time deposited with the Trustee on the terms set out in Schedule 6 to the deed.
3. By way of floating charge, such of the company's property, assets, rights and revenues of any Chargor, whatsoever and wheresoever, present and future, including the uncalled share capital (if any) or such of them as the context requires which is not otherwise from time to time effectively assigned, mortgaged or charged pursuant to clauses 3.1(a), 3.1(b) or 3.2 of the deed or pursuant to a standard security granted in favour of the Trustee or any other Lender by any Group Member in security of the Indebtedness.

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this margin

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lettering

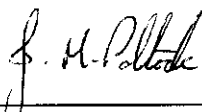
Particulars as to commission allowance or discount (note 3)

Nil

A fee of £13 is
payable to
Companies House
in respect of each
register entry for a
mortgage or
charge.
(See Note 5)

Delete as
appropriate

Signed



Date 20 April 2006

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, e.g. "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:-

TOPLAND SERVICES LIMITED (as Beneficial Chargor)

	Waitrose & Focus Units, Tamar Industrial Estate, Saltash	CL49476	Leasehold
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FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04167779

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 6th APRIL 2006 AND CREATED BY TOPLAND SERVICES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM TOPLAND GROUP HOLDINGS LIMITED TO NORWICH UNION MORTGAGE FINANCE LTD ON ANY ACCOUNT WHATSOEVER 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 21st APRIL 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27th APRIL 2006.

DXDWW



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES