

030922/13

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COMPANIES FORM No. 395

Particulars of a mortgage or charge

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

395

CHFP025

Please do not
write in
this margin

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

* insert full name
of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

7

05232239

Name of company

* Devon Commercial Property Limited of Howden Road, Tiverton, Devon EX16 5NU ("the Company")

Date of creation of the charge

20 July 2007

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

Deed of Mortgage over land and chattels ("the Mortgage")
[Corporate - Direct]

Amount secured by the mortgage or charge

Under the terms of the Mortgage, the Company agreed that it will on demand pay to State (as agent and trustee for itself first and then each Associate)

1 all monies and discharge all obligations and liabilities now or at any time in the future due, owing or incurred to State and each Associate when the same become due for payment or discharge whether by acceleration or otherwise, and whether such moneys, obligations or liabilities are express or implied, present, future or contingent, joint or several, or incurred as principal or surety or howsoever they may arise,

2 all costs and expenses (including legal costs) together with VAT as incurred by State, each Associate and/or any Receiver (see below) in relation to the Company, the Mortgage, the assets charged by the Mortgage or the recovery of all monies, obligations and liabilities covenanted to be paid or discharged under the Mortgage or which are otherwise intended to be secured by the Mortgage including all expenses incurred in registering, perfecting, defending, preserving or enforcing the security created by the Mortgage, in locating any chattel assets mortgaged or charged

Please see continuation sheet 1, page 2

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

State Securities plc, Burlington House, Botleigh Grange Office Campus, Grange Drive, Hedge End, Southampton ("State")

Postcode SO30 2AF

Presentor's name address and
reference (if any)

State Securities plc
Burlington House, Botleigh Grange
Office Campus, Grange Drive,
Hedge End, Southampton
SO30 2AF
3A 1218885 1

Time critical reference

For official Use (02/00)

Mortgage Section

Post room

WEDNESDAY



A40 25/07/2007 600
COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

The Company with full title guarantee and as a continuing security for the payment and discharge of the Secured Obligations ,

- 1 charges to State by way of legal mortgage the Property (see below) together with all rights, easements and privileges appurtenant to or benefiting the same,
- 2 assigns absolutely to State all of the Goodwill (see below) and the full benefit of the Mortgaged Licences (see below) (if any),
- 3 assigns to State the benefit of all guarantees or covenants by any security or sureties of any lessee's obligations under any lease, underlease, or licence of the Property and all other debts or monetary claims and rights to compensation to which the Company is entitled or to which it may become entitled in its capacity as owner of the Property,
- 4 assigns absolutely to State all of its right, title and interest in the Mortgaged Chattel Assets (see below) and the full benefit of all warranties, guarantees, servicing and maintenance agreements and other contracts of any kind relating to the same,
- 5 charges to State by way of first fixed charge all other fixed plant and machinery from time to time at the Property not comprised within the Mortgaged Chattel Assets (and the full benefit of all warranties, guarantees, servicing and maintenance agreements and other contracts of any kind relating to the same),

Please see continuation sheet 1, page 4

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed



Date 23 July 2007

On behalf of State Securities plc[†]

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

Notes

[†] delete as appropriate

- 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 situated 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 must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is **Companies House, Crown Way, Cardiff CF14 3UZ**

Company number

05232239

Name of company

* insert full name
of company

* Devon Commercial Property Limited of Howden Road, Tiverton, Devon EX16 5NU ("the
Company")

Addendum 1/4

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

Mortgage of land and chattels

Addendum 2/4

2 Amount due or owing on the mortgage or charge (continued)

by the Mortgage in attempting to do any of the same or in defending any such actions (all such costs and expenses being payable on a full indemnity basis),

3 additional interest on all amounts demanded from the date of demand to the date of payment at such rates as may from time to time be agreed or, in the absence of agreement at the rate of 5 per cent per annum above the published base rate of Barclays Bank Plc from time to time, and

4 all other amounts payable under any other clause of the Mortgage,

together "the Secured Obligations"

"Associate" means any present or future holding company, subsidiary (or subsidiary of any such holding company) of State from time to time (but only for so long as the Associate remains such a holding company, subsidiary or subsidiary of such holding company of State)

"Receiver" means any one or more receiver or receivers and managers appointed (either originally or as a substituted receiver or receiver) under the Mortgage

Company number

05232239

Name of company

* insert full name
of company

* Devon Commercial Property Limited of Howden Road, Tiverton, Devon EX16 5NU ("the
Company")

Addendum 3/4

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

State Securities plc of Burlington House, Botleigh Grange Office Campus, Grange Drive, Hedge End, Southampton SO30
2AF

Company number

05232239

Name of company

* insert full name
of company

* Devon Commercial Property Limited of Howden Road, Tiverton, Devon EX16 5NU ("the Company")

Addendum 4/4

4 Short particulars of all the property mortgaged or charged (continued)

6 charges to Statae by way of first fixed charge all present and future right, title and interest to the Insurances (see below) including to all moneys from time to time payable to the Company under or pursuant to the Insurances and the right to all claims and refund of any premiums, and

7 charges to State by way of floating charge all movable plant, machinery, equipment, utensils, furniture, goods and other assets now or from time to time placed on or used in or about the Property and which have not been effectively mortgaged or charged by a fixed charge by any other part of this clause of the Mortgage, (the "Charged Assets")

The security created by the Mortgage is given to State as agent and trustee for itself first and then each Associate and will extend to all beneficial interests in the Charged Assets and (without prejudice to the fixed nature of the security created or to the covenants in the Mortgage) to all proceeds of sale or other realisation

Definitions

"Goodwill" means the goodwill and connection of, and rights that the Company has in, any business carried on by or for the account of the Company upon all or any part of the Property

"Insurance" means all contracts and policies of insurance taken out by or on behalf of the Company in relation to the Charged Assets (or its interest in the same)

"Mortgaged Chattel Assets" means all of the assets listed in part 3 of the schedule to this Deed (if any) together with all additions, alterations, accessories, replacements and renewals from time to time thereto, any component parts (whether or not attached) and all log books and records relating to the same

"Mortgaged Licences" means all present and future licences (if any) (excluding any permit, licence, authorisation, consent or other approval required at any time by all or any laws, statutes, rules, regulations, treaties, directives, directions, by-laws, codes of practice, circulars, guidance notes, orders, notices, demands, decisions of the courts or regulatory body or any other body whatsoever in any jurisdiction or the European Community relating to any of (a) the generation, deposit, disposal, keeping, treatment, transportation, transmission, handling, importation, exportation, processing, collection, sorting, presence or manufacture of any waste (as defined in the Environmental Protection Act 1990) or any other substance of any kind which is capable of causing harm to man or the environment, (b) nuisance, noise, defective premises, health and safety at work or elsewhere, (c) the carrying out of any development, and (d) the pollution, conservation or protection of the environment or any other matter whatsoever affecting the environment or any part of it applicable to the Property, the operation of any business carried on at or using the Property or the occupation or use of the Property in relation to the Property or the occupation or use of, or the operation of any business from or using, the Property) held in connection with any business at any time carried on by the Company at the Property,

"Property" means the land and property referred to in part 2 of the schedule to this Deed, all rights attaching or appurtenant to such land and property, all buildings, structures and fixed plant and machinery from time to time on it and which below to the Company, and where the context permits, it also means any part of the same

Schedule
Part 2 - the Property

The freehold/leasehold property registered at HM Land Registry under Title Number DN442449 and known as Bottling Hall, Distribution Depot and Offices, Howden, Tiverton, Devon EX16 5NU

Part 3 - the Mortgaged Chattel Assets

Description of asset

Unique serial or registration number

M

CHFP025

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Please complete
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* insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

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

395

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

For official use

Company number

05232239

Name of company

* Devon Commercial Property Limited of Howden Road , Tiverton, Devon EX16 5NU ("the Company")

Date of creation of the charge

20 July 2007

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[Corporate - Direct]

Amount secured by the mortgage or charge

Under the terms of the Mortgage, the Company agreed that it will on demand pay to State (as agent and trustee for itself first and then each Associate)

1 all monies and discharge all obligations and liabilities now or at any time in the future due, owing or incurred to State and each Associate when the same become due for payment or discharge whether by acceleration or otherwise, and whether such moneys, obligations or liabilities are express or implied, present, future or contingent, joint or several, or incurred as principal or surety or howsoever they may arise,

2 all costs and expenses (including legal costs) together with VAT as incurred by State, each Associate and/or any Receiver (see below) in relation to the Company, the Mortgage, the assets charged by the Mortgage or the recovery of all monies, obligations and liabilities covenanted to be paid or discharged under the Mortgage or which are otherwise intended to be secured by the Mortgage including all expenses incurred in registering, perfecting, defending, preserving or enforcing the security created by the Mortgage, in locating any chattel assets mortgaged or charged

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

State Securities plc, Burlington House, Botleigh Grange Office Campus, Grange Drive, Hedge End, Southampton ("State")

Postcode SO30 2AF

Presentor's name address and
reference (if any)
State Securities plc
Burlington House, Botleigh Grange
Office Campus, Grange Drive,
Hedge End, Southampton
SO30 2AF
3A 1218885 1

Time critical reference

For official Use (02/00)

Mortgage Section

Post room

Short particulars of all the property mortgaged or charged

The Company with full title guarantee and as a continuing security for the payment and discharge of the Secured Obligations ,

- 1 charges to State by way of legal mortgage the Property (see below) together with all rights, easements and privileges appurtenant to or benefiting the same,
- 2 assigns absolutely to State all of the Goodwill (see below) and the full benefit of the Mortgaged Licences (see below) (if any),
- 3 assigns to State the benefit of all guarantees or covenants by any security or sureties of any lessee's obligations under any lease, underlease, or licence of the Property and all other debts or monetary claims and rights to compensation to which the Company is entitled or to which it may become entitled in its capacity as owner of the Property,
- 4 assigns absolutely to State all of its right, title and interest in the Mortgaged Chattel Assets (see below) and the full benefit of all warranties, guarantees, servicing and maintenance agreements and other contracts of any kind relating to the same,
- 5 charges to State by way of first fixed charge all other fixed plant and machinery from time to time at the Property not comprised within the Mortgaged Chattel Assets (and the full benefit of all warranties, guarantees, servicing and maintenance agreements and other contracts of any kind relating to the same),

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Signed

Date 23 July 2007

On behalf of State Securities plc[†]

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 - (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
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4 all other amounts payable under any other clause of the Mortgage,

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M395 Continuation

Company number

05232239

Name of company

* insert full name
of company

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Company")

Addendum 3/4

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Company number

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Schedule

Part 2 - the Property

The freehold/leasehold property registered at HM Land Registry under Title Number DN442449 and known as Bottling Hall, Distribution Depot and Offices, Howden, Tiverton, Devon EX16 5NU

Part 3 - the Mortgaged Chattel Assets

Description of asset

Unique serial or registration number

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 05232239

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF MORTGAGE OVER LAND AND CHATTELS DATED THE 20th JULY 2007 AND CREATED BY DEVON COMMERCIAL PROPERTY LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO STATE SECURITIES PLC 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 25th JULY 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 30th JULY 2007.

Angela



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES