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CHFP041

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.

Please do not
write in
this margin

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

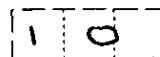
* Insert full name
of company

Pursuant to section 395 of the Companies Act 1985

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

For official use Company number

Name of company



5888921

TESCO BLUE (NOMINEE 2) LIMITED as trustee acting under the Trust
("Chargor")

Date of creation of the charge

2 July 2009

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

STANDARD SECURITY

Amount secured by the mortgage or charge

The obligations on the part of the Chargor in terms of the Property Option Agreement which are deemed to be repeated ad longam herein (the "Obligations").

Definitions

"**Head Lease**" means the Lease of the Property between Tesco Stores Limited and Tesco Blue (GP) Limited as general partner of The Tesco Blue Limited Partnership dated or intended to be dated on or about the date of execution hereof and registered or intended to be registered of even date with the registration of these presents in the Land Register of Scotland;

"**Property Interest**" means the tenant's interest under the Head Lease;

"**Property Option Agreement**" means the Property Option Agreement relative to the Property between the Chargor and the Chargee and others in terms of which the Chargee is granted an option to purchase the Property Interest executed by the Chargor on or around the date of the Chargor's execution of the Standard Security and as varied or amended from time to time;

"**Trust**" means the trust constituted by the Declaration of Trust among Tesco Blue (GP) Limited as general partner aforesaid, the Chargor and Tesco Blue (Nominee Holdco) Limited signed of even date herewith;

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

TESCO STORES LIMITED (Company Number 519500), Tesco House, Delamare Road, Cheshunt, Hertfordshire ("Chargee")

Postcode EN8 9SL

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

Samle Fraser LLP
80 George Street
Edinburgh
EH2 3BU
ED447
Ref: DGO/LPI/TES1229-1161

Time critical reference

For official use (02/2006)
Mortgage Section

Post room

MONDAY



SHIARBPS

SCT

20/07/2009

563

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

ALL and WHOLE the land and buildings known as Tesco Store at Colinton Mains Drive, in the City of Edinburgh and in the County of Midlothian comprising (FIRST) ALL and WHOLE that area or piece of ground extending to 2.754 hectares or thereby situated on the south west side of Colinton Mains Drive in the City of Edinburgh and County of Midlothian and coloured pink on the plan marked Plan 1 annexed and executed as relative to the Standard Security; and (SECOND) ALL and WHOLE that area of ground extending to 0.033 hectares or thereby in the said City and County and being the subjects delineated in black defined as the "Excepted Subjects" in and delineated in black and hatched in red on the plan numbered 1 annexed to the Disposition by Tesco Stores Limited in favour of MacTaggart and Mickel Limited dated 2 May 2006 and registered in the Land Register of Scotland under Title Number MID94076 (the "Property")

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

MAH FOR SMALL FIRM LLP

Date

20/07/09

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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CHFP041

COMPANIES FORM No. 398

398

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

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

Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block lettering* Insert full name
of companyTo the Registrar of Companies
(Address overleaf)

For official use Company number

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5888921

Name of company

• TESCO BLUE (NOMINEE 2) LIMITED as trustee acting under the Trust (as
defined therein) ("Chargor")

I, Alex James Innes

of SEMPLE FRASER LLP

80 George Street, Edinburgh, EH2 3BU

† give date and
parties to chargecertify that the charge† being a Standard Security dated 25 June 2009 by
the Chargor in favour of TESCO STORES LIMITED.‡ delete as
appropriateof which a true copy is annexed to this form was presented for registration on 2 July 2009
in [Scotland]~~[Northern Ireland]~~†

Signed



Date

20/07/09

Presenter's name, address and
reference (if any):Semple Fraser LLP
80 George Street
Edinburgh
EH2 3BU
ED447

For official use (02/06)

Attestation section

Post room

Oyez 7 Spa Road, London SE16 3QQ
© Crown Copyright (ref: CHA/1)

Companies M398

Company

5017393



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY NO. 5888921

CHARGE NO. 10

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH
WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON 2
JULY 2009 AND CREATED BY TESCO BLUE (NOMINEE 2)
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 20 JULY 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 30 JULY 2009



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES