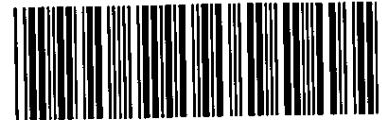


019167113

MG01

Particulars of a mortgage or charge



P37SS00J

PMO 06/11/2009 385
COMPANIES HOUSE

SD0WSEX4

SCT 13/11/2009 541
COMPANIES HOUSE

A fee is payable with this form.

We will not accept this form unless you send the correct fee.

Please see 'How to pay' on the last page.

☒ **What this form is for**

You may use this form to register particulars of a mortgage or charge in England and Wales or Northern Ireland.

☒ **What this form is NOT for**

You cannot use this form to register particulars of a charge for a Scottish company. To do this, please use form MG01s.

For further information, please refer to our guidance at www.companieshouse.gov.uk

1 Company details

Company number 0 5 8 8 8 9 2 1

Company name in full ☒ TESCO BLUE (NOMINEE 2) LIMITED as trustee acting under the Trust ("Chargor")

12 For official use

Filling in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 Date of creation of charge

Date of creation 2 6 1 0 2 0 0 9

25/06/09

3 Description

Please give a description of the instrument (if any) creating or evidencing the charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'.

84
Description

STANDARD SECURITY ("Standard Security")

4 Amount secured

Please give us details of the amount secured by the mortgage or charge.

07
Amount secured

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").

For Definitions please see the attached continuation sheet.

Continuation page

Please use a continuation page if you need to enter more details.

MG01

Particulars of a mortgage or charge

5

Mortgagee(s) or person(s) entitled to the charge (if any)

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge.

Continuation page

Please use a continuation page if you need to enter more details.

✓ Name	TESCO STORES LIMITED (Company Number 519500)						
Address	Tesco House, Delamare Road, Cheshunt, Hertfordshire						
	("Chargee")						
Postcode	E	N	8		9	S	L
Name							
Address							
Postcode							

6

Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged.

Continuation page

Please use a continuation page if you need to enter more details.

Short particulars

ALL and WHOLE the land and buildings known as the Tesco Store and Petrol Filling Station comprising ALL and WHOLE (FIRST) Unit 1, Arnhall Business Park, Westhill AB32 6UF registered in the Land Register of Scotland under Title Number ABN71716; and ALL and WHOLE (SECOND) The Petrol Filling Station site extending to 0.34 hectares (0.84 acres) or thereby at Arnhall Business Park (Phase 2) Westhill, Skene, Aberdeen, lying in the County of Aberdeen, and undergoing first registration in the Land Register of Scotland under Title Number ABN93301 being part of (a) the subjects known as Arnhall Business Park (Phase 2) Westhill, Skene, Aberdeen registered in the Land Register of Scotland on 30 September 2006 under Title Numbers ABN79318, ABN75591 (under exception of that part of the subjects included in Title Number ABN75591 lying to the south of the B9119) and ABN81809 (under exception of that part of the subjects included in Title Number ABN81809 lying to the south of the B9119) , (b) the subjects registered in the Land Register of Scotland under Title Number ABN37205 and (c) the subjects registered in the Land Register of Scotland under Title Number ABN28598 (the "Property").

+45

MG01

Particulars of a mortgage or charge

7

Particulars as to commission, allowance or discount (if any)

Please insert the amount or rate percent of any commission, allowance or discount paid or made either directly or indirectly by the company to any person on consideration of his:

- subscribing or agreeing to subscribe, whether absolutely or conditionally, or
- procuring or agreeing to procure subscriptions, whether absolute or conditional,

for any debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.

Commission allowance or discount

N/A

8

Delivery of instrument

You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860). If the property is situated and the charge was created outside the United Kingdom (UK), you must deliver the information to the Registrar within 21 days after the date on which the instrument could have been received in the UK in the normal course of post and assuming you had posted it promptly (section 866).

We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 870). The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it. Where a body corporate gives the verification, an officer of that body must sign it. We will also accept a verified copy where section 867(2) applies (property situated in another part of UK).

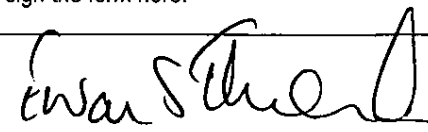
9

Signature

Please sign the form here.

Signature

Signature

X  X
FORSEMPLE FRASER LLP

This form must be signed by a person with an interest in the registration of the charge.

MG01

Particulars of a mortgage or charge



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form and will establish where we return the original documents. The contact information you give will be visible to searchers of the public record.

Contact name

DGO/LPI/tes1229-1035

Company name

Simple Fraser LLP

Address

80 George Street

Edinburgh

Post town

County/Region

Postcode

E

H

2

3

B

U

Country

DX

ED447

Telephone

0131 273 3771



Certificate

We will send your certificate to the presenter's address if given above or to the Company's Registered Office if you have left the presenter's information blank.



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☒ The company name and number match the information held on the public Register.
- ☒ You have included the original deed with this form.
- ☒ You have entered the date the charge was created.
- ☒ You have supplied the description of the instrument.
- ☒ You have given details of the amount secured by the mortgagee or chargee.
- ☒ You have given details of the mortgagee(s) or person(s) entitled to the charge.
- ☒ You have entered the short particulars of all the property mortgaged or charged.
- ☒ You have signed the form.
- ☒ You have enclosed the correct fee.



Important information

Please note that all information on this form will appear on the public record.



How to pay

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

Make cheques or postal orders payable to 'Companies House.'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS.
DX 481 N.R. Belfast 1.



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

MG01 - continuation page

Particulars of a mortgage or charge



4	Amount secured
	Please give us details of the amount secured by the mortgage or charge.
Amount secured	<p>Definitions</p> <p>"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;</p> <p>"Property Interest" means the tenants interest under the Head Lease;</p> <p>"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;</p> <p>"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.</p>

MG09

Certificate of registration of a charge comprising
property situated in another UK jurisdiction

COMPANIES HOUSE

☒ What this form is for

You may use this form to give notice
of a certificate of registration of a
charge comprising property situated
in another UK jurisdiction.

☒ What this form is NOT for

You cannot use this form as a
certificate of registration of a charge
for a company registered
in Scotland.

For further information, please
refer to our guidance at
www.companieshouse.gov.uk

1 Company details		For official use
Company number	0 5 8 8 8 9 2 1	Filling in this form Please complete in typescript or in bold black capitals. All fields are mandatory unless specified or indicated by *
Company name in full	TESCO BLUE (NOMINEE 2) LIMITED ("Chargor")	

2 Date charge presented		1 As described on form MG01 'Particulars of a mortgage or charge'. 2 Please tick as appropriate.
Date of, and parties to, the charge	It is hereby certified that the charge ¹ being a Standard Security dated 25 June 2009 by the Chargor in favour of Tesco Stores Limited ("Chargee"). was presented for registration on d 2 6 m 1 0 y 2 0 0 9	
Jurisdiction	in 2 <input checked="" type="checkbox"/> Scotland <input type="checkbox"/> England and Wales <input type="checkbox"/> Northern Ireland	

3 Signature		
Please sign the form here.		
Signature	<div>Signature</div> <div>X <i>Evans Thomas</i> X</div> <div>FOR SAMPLE FRASER LLP</div> <div>This form must be signed by a person with an interest in the registration of the charge.</div>	

MG09

Certificate of registration of a charge comprising property situated in another UK jurisdiction

Presenter information

You do not have to give any contact information but if you do, it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name
aji/lpi/tes1229-1035

Company name
Semple Fraser LLP

Address
80 George Street

Edinburgh

Post town

County/Region

Postcode
E H 2 3 B U

Country

DX
ED447

Telephone
0131 273 3771

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☒ The company name and number match the information held on the public Register.
- ☒ You have shown the date of, and parties to, the charge in Section 2.
- ☒ You have declared where the charge was presented for registration.
- ☒ You have enclosed the form MG01 and a verified copy of the deed.
- ☒ You have signed the form.

Important information

Please note that all information on this form will appear on the public record.

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS.
DX 481 N.R. Belfast 1.

Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk



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. 12

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH
WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON 26
OCTOBER 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 6 NOVEMBER 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20 NOVEMBER
2009

DT
JS.



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES