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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

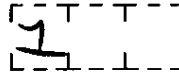
Pursuant to section 395 of the Companies Act 1985

00400093

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

For official use

Company number



06432581

Name of company

* Rose Grocers Limited

Date of creation of the charge

4 March 2008

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

Debenture

Amount secured by the mortgage or charge

4 All the Company's liabilities to National Westminster Bank Plc (the "Bank") of any kind and in any currency (whether present or future actual or contingent and whether incurred alone or jointly with another) including banking charges, commission, interest, costs and expenses

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

National Westminster Bank Plc

135 Bishopsgate

London

Postcode EC2M 3UR

Presentor's name address and
Reference (if any)
OurRef 2609385/TB/ Mcr

National Westminster Bank Plc
Credit Documentation
DX 714895
Manchester-25

Time critical reference

For official Use
Mortgage Section

Post room

FRIDAY



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07/03/2008

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COMPANIES HOUSE

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1

Short particulars of all the property mortgaged or charged

- 1 By way of legal mortgage all the freehold and leasehold property now vested in or charged to the Company,
 - 2 By way of fixed charge -
 - (i) all estates or interests in any freehold and leasehold property now and in future vested in or charged to the Company except the property referred to in paragraph 1,
 - (ii) all fixtures and fittings from time to time attached to any freehold and leasehold property of the Company,
 - (iii) all the plant and machinery of the Company present and future and all associated warranties and maintenance contracts,
 - (iv) all rents receivable from any lease granted out of any freehold and leasehold property of the Company,
 - (v) all the goodwill of the Company present and future,
 - (vi) all the uncalled capital of the Company present and future,
 - (vii) all stocks shares and other securities held by the Company from time to time in any subsidiary and all income and rights derived from or attaching to the same,
 - (viii) all intellectual property rights (including, without limitation, all rights in patents inventions copyrights design rights trademarks service marks database rights confidential information know-how domain names and business names) choses in action licences and claims of the Company present and future and the insurance policies and proceeds of any insurance from time to time affecting any of the charged property;
 - (ix) the benefit of any currency or interest rate swap cap or collar or other hedging agreement or any futures transaction or treasury instrument made with the Bank or any third party;
 - 3 By way of floating charge all the undertaking and all property assets and rights of the Company present and future not subject to a fixed charge under the Debenture or any other security present or future held by the Bank.
- Note 1 The Debenture contains covenants by the Company with the Bank -
- (a) Not without the previous written consent of the Bank to create or permit to arise any mortgage charge or lien on any of the Company's property nor to dispose of any of the Company's property except that the property subject to the floating charge may be disposed of in the ordinary course of business
 - (b) Not without the previous written consent of the Bank to grant or accept a surrender of any lease or licence of or part with or share possession or occupation of the Company's freehold and leasehold property or any part of it
- 2 The Debenture gives the Bank power to appoint an Administrator

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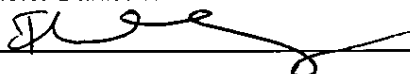
Please complete legibly, preferably in black type, or bold block lettering

Particulars as to commission allowance or discount (note 3)

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

For National Westminster Bank Plc

Signed



Date

5/3/08

Duly Authorised Official

On behalf of [company][mortgagee/chargee]†

(See Note 5)

†delete as appropriate

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 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 CF14 3UZ, DX 33050 Cardiff
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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. 6432581
CHARGE NO. 1

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 4 MARCH
2008 AND CREATED BY ROSE GROCERS LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO NATIONAL WESTMINSTER BANK PLC ON ANY
ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO
CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 7
MARCH 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 13 MARCH 2008



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

DX 2 M