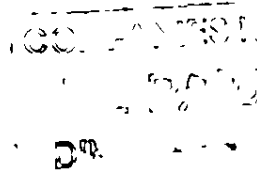


# MG01

## Particulars of a mortgage or charge



**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**

You cannot use this form to register  
particulars of a charge on a  
company. To do this you must use  
form MG01s

THURSDAY



SCT

\*S5Y8WJK2\*

29/04/2010

1

COMPANIES HOUSE

lease

sv uk

**1**

### Company details

Company number

0 6 9 6 9 5 3 3

Company name in full

TESCO ATRATO DEPOT PROPCO LIMITED ("the **Chargor**")

**3**

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

d1 d6 m0 m4 y2 y0 y1 y0

**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'

Description

Standard Security (the "Charge Document")

**4**

### Amount secured

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

Amount secured

The payment and discharge of the Partnership  
Secured Obligations.

Capitalised terms not otherwise defined in this  
Form MG01 are defined in the MG01- continuation  
page attached.

**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 HSBC CORPORATE TRUSTEE COMPANY (UK) LIMITED

Address 8 CANADA SQUARE, LONDON

Postcode E 1 4 5 H Q

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 tenant's interest in the Lease of the land and buildings known as the Tesco Distribution Centre, Livingston being the subjects on the north side of Carnegie Road, Deans, Livingston between Santon Group Developments Limited and Tesco Atrato Depot Propco Limited registered in the Land Registered of Scotland under Title Number WLN43539 (the "Security Subjects").

# 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

NIL

### 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).

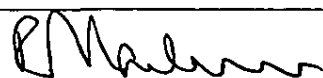
### 9 Signature

Please sign the form here

Signature

Signature

X



PARTNER FOR TODS MURRAY LLP

X

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 IAIN WISHART

Company name Tods Murray LLP

Address Edinburgh Quay,

133 Fountainbridge

RMM.IAW.G00779 1006

Post town Edinburgh

County/Region Midlothian

Postcode E H 3 9 A G

Country United Kingdom

DX DX ED58 Edinburgh

Telephone 0131 656 2000



### 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](http://www.companieshouse.gov.uk) or email [enquires@companieshouse.gov.uk](mailto:enquires@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://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>"Appointee" shall have the meaning given to that term in the Common Terms and Definitions Deed</p> <p>"Common Terms and Definitions Deed" means the common terms and definitions deed dated on or about 23 September 2009 and made between, amongst others, the General Partner, the Chargor and the Partnership Security Trustee</p> <p>"Depot Propco" means Tesco Atrato Depot Propco Limited, a limited liability company incorporated in England and Wales with registered number 6969533 and having its registered office at Tesco House, Delamare Road, Cheshunt, Hertfordshire, EN8 9SL</p> <p>"General Partner" means TESCO ATRATO (GP) LIMITED (registered number 6969536) whose registered office is at Tesco House, Delamare Road, Cheshunt, Hertfordshire EN8 9SL</p> <p>"Issuer" means TESCO PROPERTY FINANCE 2 PLC (registered number 07004310) whose registered office is at c/o Structured Finance Management Limited, 35 Great St Helen's, London, EC3A 6AP)</p> <p>"Lease" means the lease between Santon Group Developments Limited and Tesco Atrato Depot Propco Limited registered in the Land Register of Scotland under Title Number WLN43539</p> <p>"Liabilities" means, in respect of any person, any losses, damages, costs, charges, awards, claims, demands, expenses or other liabilities whatsoever (including legal fees and penalties and any part of such item as represents any VAT, but excluding Tax imposed on, or calculated by reference to, that person's net income, profit or gains) incurred by that person or for which that person is legally liable and any awards, claims, demands, judgments, decrees, actions or proceedings made or taken against that person</p> <p>"Partnership" means THE TESCO ATRATO LIMITED PARTNERSHIP (UK LP013577), whose principal place of business is at Tesco House, Delamare Road, Cheshunt, Hertfordshire EN8 9SL</p> <p>"Partnership Loan Agreement" means the loan agreement dated 23 September 2009 entered into among inter alios the Partnership, acting through its General Partner, the Issuer as lender and HSBC CORPORATE TRUSTEE COMPANY (UK) LIMITED (registered number 06447555) whose registered office is at 8 Canada Square, London E14 5HQ in its capacity as Partnership Security Trustee (which said loan agreement is hereinafter referred to as the as the same may be varied, amended, supplemented, restated or novated in any way from time to time)</p> <p>"Partnership Secured Creditors" means</p> <ol style="list-style-type: none"> <li>the Partnership Security Trustee (for itself and for and on behalf of the Partnership Secured Creditors) and any Appointee of the Partnership Security Trustee and any Receiver appointed by it under any Partnership Security Document,</li> <li>Finco (as defined in the Common Terms and Definitions Deed),</li> <li>the Cash Manager(as defined in the Common Terms and Definitions Deed),</li> <li>the Account Bank (as defined in the Common Terms and Definitions Deed),</li> <li>the Nominees/Nominees Holdco Corporate Services Provider(as defined in the Common Terms and Definitions Deed),</li> <li>the Depot Propco Corporate Services Provider(as defined in the Common Terms and Definitions Deed),</li> <li>the Partnership Operator(as defined in the Common Terms and Definitions Deed),</li> <li>the Property Pool Manager (as defined in the Common Terms and Definitions Deed),and</li> <li>any other entity that accedes to the Partnership Security Documents from time to time in such capacity, and "Partnership Secured Creditor" means any of them</li> </ol> <p>"Partnership Secured Obligations" means the aggregate of</p> <ol style="list-style-type: none"> <li>all present and future monies, obligations and Liabilities (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever) which from time to time are or may become due, owing or payable by the Partnership to each, some or any of the Partnership Secured Creditors under the Partnership Transaction Documents,</li> <li>all present and future monies, obligations and Liabilities (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever) which from time to time are or may become due, owing or payable by the Nominees to each, some or any of the Partnership Secured Creditors under the Partnership Transaction Documents,</li> <li>all present and future monies, obligations and Liabilities (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever) which from time to time are or may become due, owing or payable by Nominees HoldCo to each, some or any of the Partnership Secured Creditors under the Partnership Transaction Documents,</li> <li>all present and future monies, obligations and Liabilities (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever) which from time to time are or may become due, owing or payable by the General Partner to each, some or any of the Partnership Secured Creditors under the Partnership Transaction Documents, and</li> <li>all present and future monies, obligations and Liabilities (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever) which from time to time are or may become due, owing or payable by Depot Propco to each, some or any of the Partnership Secured Creditors under the Partnership Transaction Documents</li> </ol> <p>"Partnership Security Documents" means each of the following</p>	

# 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>(a) the Partnership Deed of Charge(as defined in the Partnership Loan Agreement),</p> <p>(b) the Nominees Deed of Charge,</p> <p>(c) the Nominees Holdco Deed of Charge,</p> <p>(d) the Depot Propco Deed of Charge,</p> <p>(e) the Scottish Security,</p> <p>(f) the Ranking Agreements,</p> <p>(g) the Partnership Power of Attorney,</p> <p>(h) the General Partner Power of Attorney,</p> <p>(i) the Nominees Powers of Attorney,</p> <p>(j) the Nominees Holdco Power of Attorney,</p> <p>(k) the Depot Propco Power of Attorney,</p> <p>(l) any other document or instrument granted in favour of the Partnership Security Trustee (on behalf of the Partnership Secured Creditors) creating or evidencing security for all or any part of the Partnership Secured Obligations,</p> <p>(each as defined in the Common Terms and Definitions Deed) and "Partnership Security Document" means any of them</p> <p>"Partnership Security Trustee" means HSBC CORPORATE TRUSTEE COMPANY (UK) LIMITED (registered number 06447555) whose registered office is at 8 Canada Square, London E14 5HQ in its capacity as security trustee on behalf of the Partnership Secured Creditors and its successors and assignees</p> <p>"Partnership Transaction Documents" means</p> <p>(a) the Subscription Agreement,</p> <p>(b) the Partnership Finance Documents,</p> <p>(c) the Property Pool Documents,</p> <p>(d) the Nominees Side Letter,</p> <p>(e) the Nominees Holdco Side Letter,</p> <p>(f) the Partnership Operator Agreement,</p> <p>(g) the Partnership Agreement,</p> <p>(h) the General Partner Shareholders Agreement,</p> <p>(i) the Depot Propco Corporate Services Agreement,</p> <p>(j) the Nominees/Nominee Holdco Corporate Services Agreement,</p> <p>(k) the JPUT Trust Instrument,</p> <p>(l) the Equity SPA, and</p> <p>(m) and any other document designated as such by the Partnership and the Partnership Security Trustee,</p> <p>(each as defined in the Common Terms and Definitions Deed) and "Partnership Transaction Document" means each or any of them</p> <p>"Receiver" shall have the meaning given to that term in the Common Terms and Definitions Deed</p>	

# MG09

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



✓ **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](http://www.companieshouse.gov.uk)

<b>1</b>	<b>Company details</b>	For official use
Company number	0 6 9 6 9 5 3 3	→ <b>Filling in this form</b> Please complete in typescript or in bold black capitals  All fields are mandatory unless specified or indicated by *
Company name in full	TESCO ATRATO DEPOT PROPCO LIMITED	

<b>2</b>	<b>Date charge presented</b>
Date of, and parties to, the charge	It is hereby certified that the charge ①
	dated 22 March 2010 by TESCO ATRATO DEPOT PROPCO
	LIMITED in favour of HSBC CORPORATE TRUSTEE
	COMPANY (UK) LIMITED
	was presented for registration on
	d1 d6 m0 m4 y2 y0 y1 y0
Jurisdiction	in ②
	<input checked="" type="checkbox"/> Scotland
	<input type="checkbox"/> England and Wales
	<input type="checkbox"/> Northern Ireland

- ① As described on form MG01  
'Particulars of a mortgage  
or charge'
- ② Please tick as appropriate

<b>3</b>	<b>Signature</b>
	Please sign the form here
Signature	Signature X  X PARTNER FOR TODS MURRAY LLP
	This form must be signed by a person with an interest in the registration of the charge

# 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 IAIN WISHART

Company name Tods Murray LLP

Address Edinburgh Quay

133 Fountainbridge

RMM.IAW. G00779 1006

Post town Edinburgh

County/Region Midlothian

Postcode E H 3 9 A G

Country United Kingdom

DX DX ED58 Edinburgh

Telephone 0131 656 2000



## 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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)





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

**Pursuant to section 869(5) & (6) of the Companies Act 2006**

**COMPANY NO. 6969533  
CHARGE NO. 3**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A STANDARD SECURITY EXECUTED  
ON 22 MARCH 2010 WHICH WAS PRESENTED FOR  
REGISTRATION IN SCOTLAND ON 16 APRIL 2010 AND  
CREATED BY TESCO ATRATO DEPOT PROPCO LIMITED FOR  
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE  
PARTNERSHIP THE NOMINEES NOMINEES HOLDCO THE  
GENERAL PARTNER AND DEPOT PROPCO TO EACH SOME OR  
ANY OF THE PARTNERSHIP SECURED CREDITORS UNDER THE  
TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING  
OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT  
TO CHAPTER 1 PART 25 OF THE COMPANIES ACT 2006 ON THE  
29 APRIL 2010

**GIVEN AT COMPANIES HOUSE, CARDIFF THE 5 MAY 2010**



*Companies House*  
— for the record —

Dx  
SA



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES