

MG01

533 271 / 325

Particulars of a mortgage or charge



iris
LASERFORM

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

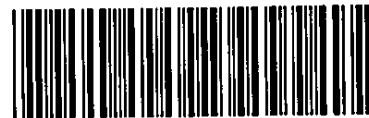
You may use this form to register
particulars of a mortgage or charge
in England and Wales or Northern
Ireland



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

WEDNESDAY



SW92PSAQ

SCT

09/03/2011

48

COMPANIES HOUSE

1

Company details

Company number

0 7 4 5 9 7 6 5

Company name in full

Tesco Navona (Nominee 2) Limited (the "Chargor")

1 2 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

d2 d2 m0 m2 y2 y0 y1 y1

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, as partnership security trustee

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 between Santon Group Developments Limited, Tesco Stores Limited and Tesco plc dated 2 and 4 November 2010 as amended and/or supplemented from time to time and including without limitation by (i) Minute of Variation of Lease among Santon Group Developments Limited, Tesco Stores Limited and Tesco plc dated 10 and 12 January 2011 and (ii) Minute of Variation of Lease among Tesco Navona PL Propco Limited and Tesco Navona (GP) Limited as general partner of The Tesco Navona Limited Partnership dated on or before the date of the Charge Document relating to ALL and WHOLE the land and buildings known as the Tesco Store at High Street, Buckie, AB56 4AD being the subjects registered in the Land Register of Scotland under Title Number BNF5536 (the "Security Subjects")

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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

Not applicable

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

Richard G. Murray
Partner for Tods Murray LLP

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 RMM.DJI.TOM G00779 1011

Company name Tods Murray LLP

Address Edinburgh Quay

133 Fountainbridge

Post town Edinburgh

County/Region Midlothian

Postcode E H 3 9 A G

Country Scotland

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,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
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

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Particulars of a mortgage or charge

4	Amount secured
Amount secured	<p data-bbox="316 365 1054 398">Please give us details of the amount secured by the mortgage or charge</p> <p data-bbox="316 409 1505 465">"Common Terms and Definitions Deed" means the deed so named dated 9 February 2011 signed by each of the Transaction Parties</p> <p data-bbox="316 488 1505 544">"General Partner" means Tesco Navona (GP) Limited, a limited liability company incorporated in England and Wales with registered number 07457915</p> <p data-bbox="316 566 719 589">"Issuer Transaction Documents" means</p> <ul data-bbox="316 611 1505 1653" style="list-style-type: none"> (a) the Subscription Agreement, (b) the Trust Deed and the Global Bond (as defined therein), (c) the Agency Agreement, (d) the Account Bank Agreement, (e) the Cash Management Agreement, (f) the Issuer Deed of Charge, (g) the Issuer Power of Attorney, (h) the Issuer Swap Agreement, (i) any Eligible Guarantee (as defined in the Issuer Swap Agreement), (j) the Partnership Loan Agreement, (k) the Partnership Swap Agreement, (l) the Partnership Security Documents, (m) the Common Terms and Definitions Deed, (n) the Highest Rated Entity Deed, (o) the Tax Deed of Covenant, (p) the SDLT Deed of Covenant, (q) each Accession Letter, (r) the Junior Loan Letters, (s) the Issuer/Issuer Holdco Corporate Services Agreement, (t) the Issuer Master Definitions and Construction Schedule, and (u) any other document, agreement or deed to which the Issuer and/or Issuer Holdco is, or may become, a party and designated as such by the Issuer/Issuer Holdco and the Issuer Security Trustee, <p data-bbox="316 1675 1453 1697">each as defined in the Common Terms and Definitions Deed, and "Issuer Transaction Document" means any of them</p> <p data-bbox="316 1720 1505 1776">"Nominee 1" means Tesco Navona (Nominee 1) Limited, a limited liability company incorporated in England and Wales with company registration number 07459762</p> <p data-bbox="316 1798 1505 1854">"Nominee 2" means Tesco Navona (Nominee 2) Limited, a limited liability company incorporated in England and Wales with company registration number 07459765</p> <p data-bbox="316 1877 1118 1899">"Nominees" means Nominee 1 and Nominee 2 and "Nominee" means any of them</p> <p data-bbox="316 1921 1505 1977">"Nominees Holdco" or "Nominee Holdco" means Tesco Navona (Nominee Holdco) Limited, a limited liability company incorporated in England and Wales with registered number 07459662</p> <p data-bbox="316 2000 1505 2045">"Partnership" means The Tesco Navona Limited Partnership (a limited partnership incorporated in England and Wales with registered number LP014237 and having its registered office at Tesco House, Delamare Road, Cheshunt, Waltham Cross,</p>

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Particulars of a mortgage or charge

4

Amount secured

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

Amount secured

Hertfordshire EN8 9SL), acting by its general partner Tesco Navona (GP) Limited (a limited liability company incorporated in England and Wales with registered number 07457915 and having its registered office at Tesco House, Delamare Road, Cheshunt, Waltham Cross, Hertfordshire EN8 9SL)

"Partnership Secured Creditors" means

(a) 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,

(b) Finco,

(c) the Cash Manager,

(d) the Yardley Cash Manager,

(e) the Account Bank,

(f) the Nominees/Nominees Holdco Corporate Services Provider,

(g) the PL Propco Corporate Services Provider,

(h) the Partnership Operator,

(i) the Property Pool Manager, and

(j) any other entity that accedes to the Partnership Security Documents from time to time in such capacity,

each as defined in the Common Terms and Definitions Deed, and **"Partnership Secured Creditor"** means any of them

"Partnership Secured Obligations" means the aggregate of

(a) 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,

(b) 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,

(c) 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,

(d) 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

(e) 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 PL Propco to each, some or any of the Partnership Secured Creditors under the Partnership Transaction Documents

"Partnership Transaction Documents" means

(a) the Subscription Agreement,

(b) the Partnership Finance Documents,

(c) the Property Pool Documents,

(d) the Nominees Side Letter,

(e) the Nominees Holdco Side Letter;

(f) the Partnership Operator Agreement,

(g) the Partnership Agreement,

MG01s - continuation page

Particulars of a charge created by a company registered in Scotland

4	Amount secured	
	Please give us details of the amount secured by the charge	
Amount secured	<p>(h) the General Partner Shareholders Agreement,</p> <p>(i) the PL 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>"PL Propco" means Tesco Navona PL Propco Limited, a limited liability company incorporated in England and Wales with registered number 07458609 and having its registered office at Tesco House, Delamare Road, Cheshunt, Hertfordshire, EN8 9SL</p> <p>"Transaction Documents" means the Partnership Transaction Documents and the Issuer Transaction Documents, and "Transaction Document" means any of them</p> <p>"Transaction Party" means any person who is a party to a Transaction Document, and "Transaction Parties" means some or all of them</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

1 Company details

Company number 0 7 4 5 9 7 6 5

Company name in full Tesco Navona (Nominee 2) Limited (the "Company")

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 charge presented

Date of, and parties to,
the charge

It is hereby certified that the charge ①

being a Standard Security by the Company in favour of HSBC

Corporate Trustee Company (UK) Limited, as partnership security trustee

dated 9 February 2011

was presented for registration on

d 2 d 2 m 0 m 2 y 2 y 0 y 1 y 1

Jurisdiction

in ②

- ☒ Scotland
☐ England and Wales
☐ Northern Ireland

① As described on form MG01
'Particulars of a mortgage
or charge'

② Please tick as appropriate

3 Signature

Please sign the form here

Signature

Signature

✗

[Handwritten signature]
[Handwritten signature]

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 RMM.DJI.TOM.G00779.1011

Company name Tods Murray LLP

Address Edinburgh Quay

133 Fountainbridge

Post town Edinburgh

County/Region Midlothian

Postcode E H 3 9 A G

Country Scotland

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,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
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



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FILE COPY

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

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

COMPANY NO. 7459765

CHARGE NO. 12

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A STANDARD SECURITY EXECUTED
ON 9 FEBRUARY 2011 WHICH WAS PRESENTED FOR
REGISTRATION IN SCOTLAND ON 22 FEBRUARY 2011 AND
CREATED BY TESCO NAVONA (NOMINEE 2) LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO THE PARTNERSHIP, NOMINEES, NOMINEES
HOLDCO, GENERAL PARTNER AND 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 9 MARCH 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15 MARCH 2011



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES