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CHFP041

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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

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

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

For official use Company number

Name of company

*Tesco Red (Nominee 1) Limited

Date of creation of the charge

14 December 2006

5 December 2006

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 Tesco Red (Nominee 1) Limited and Tesco Red (Nominee 2) Limited as general partners of the Tesco Red Limited Partnership (the "Chargor") in terms of the Option Agreement relative to the Tesco Store at Auld Brig Road, Alloa (the "Property") between Tesco Property Holdings Limited and Tesco Red (GP) Limited as general partner of the Tesco Red Limited Partnership dated 22 September 2006.

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

Tesco Stores Limited (Registered Number 00519500), Tesco House, Delamare Road, Cheshunt, Hertfordshire (the "Chargee")

Postcode EN8 9SL

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

Sampe Fraser LLP
130 St Vincent Street
Glasgow
G2 5HF
GW337

Time critical reference

For official use (02/2006)
Mortgage Section

Post room



PMO
COMPANIES HOUSE

ARL83LK2

22/12/2006

A02

COMPANIES HOUSE

284

398 RECD
H.1.07

COM395/1

Short particulars of all the property mortgaged or charged

The standard security is granted over the Tenant's interest in the Head Lease over the Property registered in the Land Register of Scotland under Title Number LAN12120 and entered into between Tesco Property Holdings Limited and Tesco Red (GP) Limited as general partner of the Tesco Red Limited Partnership dated 22 September 2006, as assigned by the Assignment by Tesco Red (GP) Limited as general partner of the Tesco Red Limited Partnership to the Chargor dated 29 September 2006 and registered in the Land Register of Scotland under Title Number LAN12120.

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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)

Signed



Date

21/12/06

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

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.



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
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Please complete
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bold block lettering

* Insert full name
of company

To the Registrar of Companies
(Address overleaf)

For official use Company number

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5888930

Name of company

* Tesco Red (Nominee 1) Limited

I, Elspeth C Carson

of Semple Fraser LLP, 80 George Street, Edinburgh, EH2 3BU

† give date and
parties to charge

certify that the charge † by Tesco Red (Nominee 1) Limited and Tesco Red
(Nominee 2) Limited as general partner of the Tesco Red Limited Partnership in
favour of Tesco Stores Limited dated 5 December 2006.

‡ delete as
appropriate

of which a true copy is annexed to this form was presented for registration on 14 December 2006
in [Scotland] ~~[Northern Ireland]~~ ‡

Signed

EshenCBM

Date

3/1/07

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

Semple Fraser LLP
130 St Vincent Street
Glasgow
G2 5HF
GW337

For official use (02/06)
Mortgage section

Post room

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05888930

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON THE 14/12/06 AND DATED THE 5th DECEMBER 2006 AND CREATED BY TESCO RED (NOMINEE 1) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND TESCO RED (NOMINEE 2) LIMITED AS GENERAL PARTNERS OF THE TESCO RED LIMITED PARTNERSHIP 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 4th JANUARY 2007.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th JANUARY 2007.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES