

M

CHFP041

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write in
this marginPlease 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.

029787/13

395

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

20

FC21106

Name of company

*Lidl UK Assets GmbH ("the Company")

Date of creation of the charge

25 March 2008

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

Standard Security

Amount secured by the mortgage or charge

All present and future obligations and liabilities (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever) of the Obligor to any Finance Party under each Finance Document.

For definitions see paper apart.

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

The Royal Bank of Scotland plc, 36 St Andrew Square, Edinburgh as agent and trustee for the Finance Parties ("the Security Agent")

Postcode EH2 2YB

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

Dundas & Wilson CS LLP
Saltire Court
20 Castle Terrace
Edinburgh EH1 2EN
AAT/RBS001 1916

Time critical reference

For official use (02/2006)

Mortgage Section

TUESDAY



A7LXPY14

A19

01/04/2008

169

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

ALL and WHOLE (In the first place) those subjects on the South East side of Main Street, Baillieston being the subjects registered in the Land Register of Scotland under Title Number LAN0131673 and (In the second place) those subjects on the South East side of Main Street Baillieston being the subjects registered in the Land Register of Scotland under Title Number LAN73500.

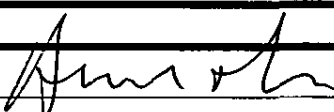
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this margin

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legibly, preferably
in black type or
bold block
lettering

Particulars as to commission allowance or discount (note 3)

Nil

Signed



Date 28 March 2008

On behalf of [company] mortgagee/chargee] †

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

This is the Paper Apart referred to in the foregoing Form 395 in respect of the Standard Security granted by Lidl UK Assets GmbH, in favour The Royal Bank of Scotland plc as agent and trustee

Credit Agreement means the £300,000,000 Credit Agreement dated 26 February 2008 between (amongst others) the Company and the Security Agent as the same may be amended, varied, supplemented, novated, restated, replaced or renewed from time to time,

Finance Document means a Finance Document as defined in the Credit Agreement as such Finance Document may be amended, varied, supplemented, novated, restated, replaced or renewed from time to time (including supplements for further advances);

Finance Party means a Finance Party as defined in the Credit Agreement,

Obligor means an Obligor as defined in the Credit Agreement

A handwritten signature in black ink, consisting of a stylized, cursive script.



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
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block lettering* Insert full name
of companyTo the Registrar of Companies
(Address overleaf)

For official use

Company number

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FC21106

Name of company

* Lidl UK Assets GmbH ("the Company")

I, Dundas & Wilson CS LLPof Saltire Court20 Castle Terrace, Edinburgh EH1 2EN† give date and
parties to chargecertify that the charge† by the Company in favour of The Royal Bank of
Scotland plc dated 29 February 2008‡ delete as
appropriateof which a true copy is annexed to this form was presented for registration on 25 March 2008
in [Scotland] ~~[Northern Ireland]~~†

Signed

Date 28/3/08

Presenter's name, address and
reference (if any)Dundas & Wilson CS LLP
Saltire Court
20 Castle Terrace
Edinburgh EH1 2EN

AAT RBS001-1916

For official use (02/06)
Mortgage section

Post room

TUESDAY



A7LXOY13

A19

01/04/2008

170

COMPANIES HOUSE

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Companies M398

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Notes

The address of the Registrar of Companies is -

Companies House
Crown Way
Cardiff
CF14 3UZ



FILE COPY

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

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

COMPANY NO. FC21106

CHARGE NO. 20

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH
WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON 25
MARCH 2008 AND CREATED BY LIDL U.K. ASSETS GMBH FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
OBLIGORS TO ANY FINANCE PARTY 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 1
APRIL 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 4 APRIL 2008

PO
JEL



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES