

# MG01

## Particulars of a mortgage or charge



192445/13

**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  
company. To do this, please use  
form MG01s

WED WEDNESDAY



RCS 29/02/2012 #71  
COMPANIES HOUSE  
SCT 29/02/2012 #26  
COMPANIES HOUSE

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### Company details

Company number 0 7 8 5 1 8 5 4 ✓

Company name in full TESCO SARUM (NOMINEE 1) LIMITED (the "Chargor") ✓

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 \*

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### Date of creation of charge

Date of creation 01 03 2012 ✓

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### 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 ✓

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### 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 defined in this form MG01 are defined in the  
MG01 continuation sheet annexed hereto ✓

#### 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 COMPNAY (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 Tesco Stores Limited and Tesco Sarum (GP) Limited (company number 7849882) in its capacity as general partner of The Tesco Sarum Limited Partnership and Tesco plc dated on or before the date(s) of execution of the Standard Security and registered or intended to be registered in the Land Register of Scotland on the date of execution of the Standard Security, which Lease relates to ALL and WHOLE the land and buildings known as the Tesco Store at North Road, Wick, KW1 4QS being the subjects registered in the Land Register of Scotland under Title Number CTH2193 ✓

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## Particulars of a mortgage or charge

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### Amount secured

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

Amount secured

**"Common Terms and Definitions Deed"** means the common terms and definitions deed dated 31 January 2012 between the Partnership and the Chargor (among others)

**"General Partner"** means **TESCO SARUM (GP) LIMITED**, a limited liability company incorporated in England and Wales with registered number 07849882 and having its registered office at Tesco House, Delamare Road, Cheshunt, Hertfordshire EN8 9SL

**"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

**"Mortgaged Properties"** has the meaning given to it in the Common Terms and Definitions Deed

**"Nominees"** means the Chargor and Nominee 2, established for the principal purposes of holding the legal title of the Mortgaged Properties on trust for the Partnership, and **"Nominee"** means any of them

**"Nominee 2"** means **TESCO SARUM (NOMINEE 2) LIMITED**, a limited liability company incorporated in England and Wales with registered number 07851858 and having its registered office at Tesco House, Delamare Road, Cheshunt, Hertfordshire EN8 9SL

**"Nominees Holdco"** or **"Nominee Holdco"** means Tesco Sarum (Nominee Holdco) Limited, a limited liability company incorporated in England and Wales with registered number 07851190

**"Partnership"** means **THE TESCO SARUM LIMITED PARTNERSHIP**, a limited partnership established in England and Wales with registered number LP14787 and having its registered office at Tesco House, Delamare Road, Cheshunt, 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 Woolwich Cash Manager,
- (e) the Account Bank,
- (f) the Nominees/Nominees Holdco Corporate Services Provider;
- (g) the Partnership Operator,
- (h) the Property Pool Manager, and
- (i) any other entity that accedes to the Partnership Security Documents from time to time in such capacity,

# MG01 - continuation page

## Particulars of a mortgage or charge

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### Amount secured

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

Amount secured

each as defined in the Common Terms and Definitions Deed

**"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, and
- (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

**"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,
- (h) the General Partner Shareholders Agreement,
- (i) the Nominees/Nominee Holdco Corporate Services Agreement,
- (j) the Equity SPA, and
- (k) and any other document designated as such by the Partnership and the Partnership Security Trustee,

and **"Partnership Transaction Document"** means each or any of them, each as defined in the Common Terms and Definitions Deed

# MG01

## Particulars of a mortgage or charge

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### 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

n/a

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### 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 870).

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 866). 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).

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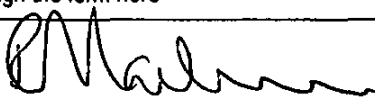
### Signature

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 RMM IAW JRW H10137 1025

Company name  
Tods Murray LLP

Address Edinburgh Quay

133 Fountainbridge

Post town Edinburgh

County/Region

Postcode E H 3 9 A G

Country

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](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)

# 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)

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### Company details

Company number 0 7 8 5 1 8 5 4

Company name in full TESCO SARUM (NOMINEE 1) LIMITED (the "Chargor")

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

Standard Security by the Chargor and TESCO SARUM

(NOMINEE 2) LIMITED in favour of HSBC Corporate Trustee

Company (UK) Limited dated 31 January 2012

was presented for registration on

d1 d3 m0 m2 y2 y0 y1 y2

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

✗

LLP

Partner for Tods Murray

✗

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 IAW JRW H10137 1025

Company name  
Tods Murray LLP

Address Edinburgh Quay

133 Fountainbridge

Post town Edinburgh

County/Region

Postcode E H 3 9 A G

Country

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](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)





**FILE COPY**

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

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

**COMPANY NO. 7851854**

**CHARGE NO. 12**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A STANDARD SECURITY EXECUTED  
ON 31ST JANUARY 2012 WHICH WAS PRESENTED FOR  
REGISTRATION IN SCOTLAND ON 13 FEBRUARY 2012 AND  
CREATED BY TESCO SARUM (NOMINEE 1) LIMITED FOR  
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE  
PARTNERSHIP, THE NOMINEES, THE NOMINEES HOLDCO AND  
THE GENERAL PARTNER TO EACH, SOME OR ANY OF THE  
PARTNERSHIP SECURED CREDITORS ON ANY ACCOUNT  
WHATSOEVER 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 FEBRUARY 2012

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6 MARCH 2012

*DT*



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES