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CHFP014

Please do not
write in this
binding 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 £10 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 5)

For official use

Company number

Name of company

* Oxford, Swindon & Gloucester Co-operative Estates Limited

Date of creation of the charge

29 September 2004

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

Legal Charge, Registered Pursuant to an order of
Court dated 15/2/05

Amount secured by the mortgage or charge

All monies, obligations and liabilities which shall for the time being (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner to The Co-operative Bank p.l.c. by Oxford, Swindon & Gloucester Co-operative Estates Limited whether actually or contingently, and whether solely or jointly with any other person, and whether as principal or surety, and whether or not The Co-operative Bank p.l.c. shall have been an original party to the relevant transaction, including interest discount commission or other lawful charges and expenses which The Co-operative Bank p.l.c. may, in the course of its business, charge in respect of any of the matters aforesaid or for keeping Oxford, Swindon & Gloucester Co-operative Estates Limited's account(s), (and also including the costs, charges and expenses referred to in Clause 10 of the charge) and so that interest shall be computed and compounded according to the usual mode of The Co-operative Bank p.l.c. as well after as before any demand or judgment or the insolvency of Oxford, Swindon & Gloucester Co-operative Estates Limited.

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

The Co-operative Bank p.l.c.

53-57 Blandford Square, PO Box 1AN

Newcastle-upon-Tyne

Postcode NE99 1AN

Presentor's name address and
reference (if any) :
BrookStreet Des Roches
1 Des Roches Square,
Witan Way, Witney, OX28 4LF
mjb/1355 5494

Time critical reference

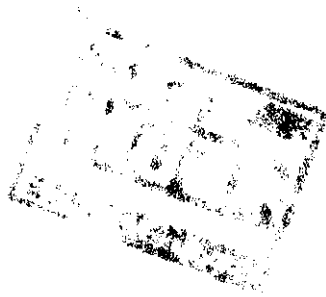
For official Use
Mortgage Section

Post room

A15
COMPANIES HOUSE

A61552U0

0400
17/02/05



• Short particulars of all the property mortgaged or charged

By way of legal mortgage all legal interests and otherwise by way of specific equitable charge the property known as 26 High Street, Kidlington and comprised in the following documents:

Land Certificate Title No.(s): ON156896 (the "Property")
County and District: Oxfordshire/West Oxfordshire

By way of floating charge all unfixed plant and machinery and other chattels and equipment now or in the future in on or about the Property and includes any part or parts thereof.

By way of assignment:

- (i) the goodwill of the business carried on at or from the Property
- (ii) the benefit of any licences or certificates necessary to carry on at or from the Property the business or undertaking of Oxford, Swindon & Gloucester Co-operative Estates Limited
- (iii) the right to recover any compensation payable in respect of the licences or certificates (as referred to in (ii) above)

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Particulars as to commission allowance or discount (Note 3)

A fee of £10 is
payable to
Companies House
in respect of each
register entry for a
mortgage or
charge.
(See Note 5)

Signed



Date 15 February 2005

On behalf of [company] [mortgages/charges]†

† 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", "Debentures", "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 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 CF14 3UZ



**IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT**

Mr Registrar Nicholls

**In the Matter of Oxford, Swindon & Gloucester Co-operative Society
Limited**

and

In the Matter of the Companies Act 1985



UPON THE APPLICATION by Claim dated the 31st December 2005 of Oxford,
Swindon & Gloucester Co-operative Society Limited

AND UPON HEARING Counsel for the Claimant

AND UPON READING THE EVIDENCE

AND the Court being satisfied that the omission to deliver to the Registrar of Companies pursuant to Section 395 of the above-mentioned Act three Legal Charges (A), (B) and (C) hereinafter mentioned together with the prescribed Particulars thereof was due to inadvertence and that it is just and equitable to grant relief

IT IS ORDERED pursuant to Section 404 of the said Act that the time for delivering to the Registrar of Companies for Registration of three Legal Charges (A), (B) and (C) all dated 29th September 2004 and made between Oxford, Swindon & Gloucester Co-operative Estates Limited of the one part and the Co-operative Bank Plc of the other part of certain land and property known as;

(A) 26 High Street, Kidlington, Oxon registered at H M Land Registry under Title Number ON156896 by way of Floating Charge (as a continuing security for the payment or discharge of the Claimant's indebtedness)

(B) The Property known as land at High Street and Newport Street, Swindon registered under Title Numbers WT124193, WT120295 and WT120296 by way of Floating Charge (as a continuing security for the payment or discharge of the Claimant's indebtedness)

and

(C) The Property known as 98 and 12 Albion Street and 1, 2, 3, 4, 5, 6, 6a and 7 High Street, Chipping Norton registered at H M Land Registry under Title Numbers ON104879, ON146270 and ON142010 by way of Floating Charge (as a continuing security for the payment or discharge of the claimant's indebtedness)

together with the prescribed Particulars thereof is hereby extended to the 3rd March 2005

AND IT IS ORDERED THAT the Claimant do deliver an Office Copy of this Order to the Registrar of Companies

AND THIS ORDER is without prejudice to the rights of any person acquired during the period between the date of the creation of the said Three Legal Charges and the date of their actual registration

Dated: 10th February 2005



To : BrookStreet Des Roches
DX 144160 Witney 2

Ref: PJS/HC/OSGS.Reg

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03051198

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 29th SEPTEMBER 2004 AND CREATED BY OXFORD, SWINDON & GLOUCESTER CO-OPERATIVE ESTATES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE CO-OPERATIVE BANK p.l.c. ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 17th FEBRUARY 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd FEBRUARY 2005.

P. Dobbin



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES