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CHFP025

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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

[8][][][]

4229308

Name of company

* Vale Retail (Cornbow) Limited ("**Chargor**")

Date of creation of the charge

11 June 2009

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

23 Deed of Charge over Credit Balances by a Chargor for Own Liabilities
("**Deed**")

Amount secured by the mortgage or charge

4 All money and the discharge of all liabilities now or at any time due,
owing or incurred to the Bank by the Chargor (and, if more than one
Chargor, by them jointly or jointly and severally) on any account or
accounts or in respect of any obligation howsoever incurred to the Bank by
the Chargor in whatsoever manner and whether actually or contingently and
whether alone or together with another or others and whether as principal
or surety and in whatsoever name or style, together with interest,
discount, commission and all other charges, costs and expenses for which
the Chargor may be or become liable to the Bank ("**the Secured Sums**")

(Definitions included in Addendum 2/4)

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

Barclays Bank PLC (1026167) of 1 Churchill Place, London ("**Bank**")

Postcode E14 5HP

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

Robert Chidley
DLA Piper UK LLP
3 Noble Street
London
EC2V 7EE

RC 54000-720129

Time critical reference

For official Use (02/06)

Mortgage Section

Post room

TUESDAY



PC3 16/06/2009 345
COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

The Chargor with full title guarantee charged by way of first fixed charge all sums of money specified in the schedule to this form 395 (the "Deposit (s)" which expression includes all or any part of the money payable pursuant to such deposit(s) and the debt(s) represented thereby), together with all interest from time to time accruing thereon.

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Please complete legibly, preferably in black type, or bold block lettering

Particulars as to commission allowance or discount (note 3)

Nil

Signed DLA Piper UK LLP

Date 15.6.09

On behalf of ~~XXXXXX~~ [mortgagee/chargee] †

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

Notes

† delete as appropriate

- 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 must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

Name of company

*insert full name
of Company

* Vale Retail (Cornbow) Limited ("Chargor")

Addendum 1/4

1. Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Addendum 2/4

2. Amount due or owing on the mortgage or charge (continued)

Definitions used:

In the Deed, the expresison "**Deposit(s)**" means all sums of money in any currency:

(a) deposited or paid by the Chargor now or at any time from the date of the Deed to the credit of the account(s) (if any) with the Bank specified in the schedule to this form and/or (where the context permits) any additional and/or substitute account(s) opened from the date of this Deed with the Bank for the deposit or holding of all or part of the money or interest subject to the Deed; and

(a) representing the renewal or replacement of or for any sums deposited or paid or held as set out in the foregoing paragraphs;

and, in each case, whether such money has been deposited or paid (if there is more than one Chargor) on behalf of all of the Chargors or any of them jointly with another or others of them and whether any such account is opened in the name of all or any of the Chargors or in the Bank's name or otherwise.

Addendum 3/4

3. Names, addresses and descriptions of the mortgages or persons entitled to the charge (continued)

Addendum 4/4

4. Short particulars of all the property mortgaged or charged (continued)

NEGATIVE PLEDGE

The Chargor shall not assign, transfer, charge or otherwise alienate, deal with or encumber any or all of the money or interest subject to the Deed or their right, title or interest therein, or agree to do so.

POWER OF ATTORNEY

The Bank is irrevocably empowered and authorised as the Chargor's attorney in its name and at its expense to execute such documents and give such instructions as may be required to give effect to the Deed, including (without limitation) instructions for the withdrawal of any sums which the Bank may have placed upon the Chargor's behalf with any third party and for the use of any money or interest subject to the Deed to purchase any currency or currencies required to effect such application.

Schedule to Form 395

Details of Charged Account(s)

Rental Account: sort code 20 - 33 - 70, current account number 30137170

Retentions Account: sort code 20 - 33 - 70, current account number 43806480

Sinking Fund Account: sort code 20 - 33 - 70, current account number 23955281



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 4229308
CHARGE NO. 8**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEED OF CHARGE OVER CREDIT
BALANCES DATED 11 JUNE 2009 AND CREATED BY VALE
RETAIL (CORNBOW) LIMITED FOR SECURING ALL MONIES
DUE OR TO BECOME DUE FROM THE COMPANY TO
BARCLAYS BANK PLC ON ANY ACCOUNT WHATSOEVER WAS
REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE
COMPANIES ACT 1985 ON THE 16 JUNE 2009**

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17 JUNE 2009



Companies House
— for the record —



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**