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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

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

CHFP025

Please do not write in this margin

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

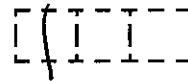
*insert full name of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



226742

Name of company

* CGNU LIFE ASSURANCE LIMITED

Date of creation of the charge

17 OCTOBER 2002

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

LEGAL CHARGE

Amount secured by the mortgage or charge

THE JOINT AND SEVERAL COVENANTS AND OBLIGATIONS OF THE COMPANY AND COMMERCIAL UNION LIFE ASSURANCE COMPANY LIMITED CONTAINED IN SCHEDULES 4 AND 5 OF A SALE AGREEMENT DATED 3 OCTOBER 2002 BETWEEN UNIGATE DAIRIES LIMITED (1) THE COMPANY AND CGNU LIFE ASSURANCE LIMITED (2) AND HELICAL BAR DEVELOPMENTS (SOUTH EAST) LIMITED (3) UP TO A MAXIMUM AMOUNT OF TWENTY FIVE MILLION POUNDS (£25,000,000)

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

UNIGATE DAIRIES LIMITED OF CLAYGATE HOUSE LITTLEWORTH ROAD ESHER SURREY

Postcode KT10 9PN

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

Clifford Chance Limited
200 Aldersgate Street
London
EC1A 4JJ

JLS/H0899/00270/JZZS

Time critical reference

For official Use
Mortgage Section

Post room



28.10.02
276

Short particulars of all the property mortgaged or charged .

LAND SITUATED TO THE EAST AND NORTH EAST OF DEPOT ROAD SHEPHERD'S BUSH
LONDON REGISTERED UNDER TITLE NUMBERS BGL34496 AND BGL39784

Please do not
write in
this margin

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

Particulars as to commission allowance or discount (note 3)

NOT APPLICABLE

LON-3/1020668

Signed *Clifford Chance LLP*

Date 23.10.2002

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

A fee of £10 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 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

1020668

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00226742

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 17th OCTOBER 2002 AND CREATED BY CGNU LIFE ASSURANCE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO UNIGATE DAIRIES 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 25th OCTOBER 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29th OCTOBER 2002.

Cancel

*Please see
certificate
issued*

*25th June 03
Jumpy*



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00226742

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 17th OCTOBER 2002 AND CREATED BY CGNU LIFE ASSURANCE LIMITED FOR SECURING ALL MONIES UP TO A MAXIMUM AMOUNT OF £25,000,000 DUE OR TO BECOME DUE FROM THE COMPANY AND COMMERCIAL UNION LIFE ASSURANCE COMPANY LIMITED TO UNIGATE DAIRIES 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 25th OCTOBER 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 25th JUNE 2003.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES