

COMPANIES FORM No. 397

Particulars for the registration of a charge to secure a series of debentures



Please do not write in this margin

* insert full name of company Pursuant to section 397 of the Companies Act 1985

For official use Company number

315158

Please complete legibly, preferably in black type, or bold block lettering To the Registrar of Companies

Name of company

BRITISH	SUGAR	PLC

Date of the covering deed (if any) (note 2) Trust Deed dated 4.07.88 and (see attached)

Total amount secured by the whole series The principal of and interest on £150,000,000

10 3/4 per cent. Debenture Stock 2013 and all other monies intended to be

secured by the above mentioned Trust Deeds.

Date of present issue 16TH NOVEMBER, 1988

Amount of present issue (if any) of debentures of the series £75,000,000

Dates of resolutions authorising the issue of the series 14/6/88, 29/6/88, 7/11/88, 11/11/88

Names of the trustees (if any) for the debenture holders

Royal Exchange Trust Company Limited.

General description of the property charged

By way of floating charge the undertaking and all the properties and assets both present and future including uncalled capital (if any) for the time being of the Company.

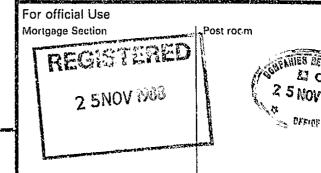
Note: the Trust Deeds prohibit (with certain exceptions) the creation of charges ranking in point of security prior to or pari passu with the floating charges by the Company contained in the Trust Deeds.

Continue overleaf as necessary

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

Slaughter and May, 35 Basinghall Street, London, EC2V 5DB HCR/SMH

Time critical Reference



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Particulars as to commission, allow	vance or discount (note 3)			and
Particulars as to commission, allow				
Signed Cuttary Ch	ance		Date <u>24-11-8</u>	
On behalf of [company][mortgagee/cl		•		t delete as appropriate

Notes

- 1 Particulars should be given on this form of a series of debentures containing (or giving by reference to any other instrument) any charge to the benefit of which the debenture holders of the series are entitled pari passu. This form is to be used for registration of particulars of the entire series, and may also be used when an issue of debentures is made at the same time as the series of debentures is created. All issues of debentures made after the registration of the series with the Registrar of Companies should be notified to the Registrar on Form No. 397a.
 - 2 The date should be given of the covering deed (if any) by which the security is created or defined
- 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 The deed (if any) containing the charge must be delivered with these particulars correctly completed, to the Registrar within 21 days after it's execution. If there is no such deed, one of the debentures must be so delivered within 21 days after the execution of any debenture of the series.
- 5 If the spaces in this form are insufficient, the particulars may be continued on a separate sheet.

Supplemental Trust Deed dated 16th November, 1988.

FILE COPY



CERTIFICATE OF THE REGISTRATION

OF A SERIES OF DEBENTURES

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

I hereby certify that a series of debentures created by BRITISH SUGAR PLC

and securing or intending to secure £150,000,000

was registered pursuant to Chapter I Part XII of the Companies Act 1985, on the 25th November 1988

Given under my hand at the Companies Registration Office, Cardiff the

No. 315158

P. T. HARRINGTON

2 1 DEC 1988

an authorised officer

V. V. Harrington

A copy of this certificate of megistration is required by section 402(1) of the Act to be endorsed on every debenture which is issued by the company and the payment of which is secured by the charge so registered.

4/12/88

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