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*insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

[13]

01008779

Name of company

* Louis Dreyfus Trading Limited ("the Assignor")

Date of creation of the charge

15th May 1997

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

Assignment dated 15 May 1997 of a General Countertrade Agreement and a Sugar Contract between Louis Dreyfus Trading Limited and Westdeutsche Landesbank Girozentrale (the "Assignment").

Amount secured by the mortgage or charge

All amounts of principal, interest and other sums whether actual contingent joint or several which are now or may at any time hereafter be due owing or payable, or be required to be due owing or payable whether alone or jointly to the Assignee from time to time by Total International Limited ("Total") under a Facility Agreement dated 26 February 1997 between Total and the Assignee ("the Obligations").

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

Westdeutsche Landesbank Girozentrale, Herzogstrasse 15, 40217
Dusseldorf, Germany (the "Assignee")

Presentor's name address and
reference (if any): NM8/97-3305

Richards Butler
Beaufort House
15 St Botolph Street
London
EC3A 7EE

Time critical reference

For official use

Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

The Assignor hereby irrevocably and unconditionally assigns with full title guarantee and agrees to assign absolutely, to and in favour of the Assignee:

(i) all of its present and future right, title and interest in and to the General Countertrade Agreement dated 8th February 1997 between (1) Empresa Cubana Exportadora de Azucar Y Sus Derivados ("Cubazucar") (2) Empresa Cubana Importadora Y Exportadora de Metales Combustibles Y Lubricantes ("Cubamametales") (3) Banco Nacional de Cuba (4) Total and (5) The Assignor; and

(ii) all of its present and future right title and interest in and to any Sugar whatsoever deliverable to the Assignor pursuant to the Sugar Contract no 02-0327 dated 12 February 1997 between the Assignor and Cubazucar; and all rights of the Assignor arising under or in connection with any call options under the Sugar Contract.

Please see attached sheet for further details

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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 Richards Butler Date 5 June 1997

On behalf of ~~the company~~ (mortgagee/chargee) [†]

[†] 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.

(iii) the Sugar Documents which mean in relation to each delivery by Cubazucar of sugar under the Sugar Contract: (a) full set clean on board bills of lading endorsed in blank (b) 3/3 commercial invoices to the Assignor (c) certificate of origin, (d) certificate of quantity (e) time sheet, (f) master receipt for samples (g) master receipt for documents and (h) certificate of marine, strikes and war risks insurance; and

(iv) Subject to provisions in the assignment regarding power of sale and the Assignee's Rights, upon the irrevocable payment and discharge in full of the Obligations, the Assignee shall re-assign the Assigned Rights 9 (as hereindescribed) to which the Assignor is entitled or otherwise discharge the security hereby constituted.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01008779

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ASSIGNMENT DATED THE 15th MAY 1997 AND CREATED BY LOUIS DREYFUS TRADING LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM TOTAL INTERNATIONAL LIMITED TO WESTDEUTSCHE LANDESBANK GIROZENTRALE UNDER A FACILITY AGREEMENT DATED 26TH FEBRUARY 1997 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 5th JUNE 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th JUNE 1997.

A handwritten signature in dark ink, appearing to read 'A. J. Wakeham'.

A. J. WAKEHAM

for the Registrar of Companies



C O M P A N I E S H O U S E

HC0268

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9/6