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COMPANIES FORM N° 395 Particulars of a charge

395

Please do not write in this margin

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

Name of company

3

2496185

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

* insert full name of company

*Cargill Financial Markets Plc (the "Borrower")

Date of creation of the charge

14th February 2000

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

(note 2)

Supplement to and Modification of Collateral Agreement Governing Pledges of Right, Title and Interest in Customer's Pledged Securities Account by Participants in the Euroclear System dated February 14, 2000

Amount secured by the charge

Subject to the proviso below, all borrowings (meaning overdraft, fixed term advance or securities borrowing, or any other extension of credit by Morgan Guaranty Trust Company of New York to the Borrower, as well as any fees or accrued interest with respect thereto), and other obligations that relate to or result from the Borrower's use of the Euroclear System, now outstanding or which may be outstanding at any time in the future to Morgan Guaranty Brussels and to any other office of Morgan Guaranty Trust Company of New York provided always that such Borrowings relate to Customer's Securities held in the Customer's Securities Pledged Account Number 20385 referred to in the overleaf and relate to no other account whatsoever.

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

MORGAN GUARANTY TRUST COMPANY OF NEW YORK

1 Boulevard du Roi Albert II, 1210 BRUSSELS, BELGIUM

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

Slaughter and May,
35 Basinghall Street
London,
EC2V 5DB

BSK

Time critical reference

For official Use

Mortgage Section



Short particulars of all the property charged

Please do not write in
this margin

"Customer" means the Customer of the Borrower for whose account the Borrower is carrying the securities held in the Customer's Pledged Securities Account.

"Customer's Securities" means securities placed in the "Customer's Pledged Securities Account".

"Customer's Securities" means securities of which the Borrower is not the beneficial owner but which are carried by the Borrower on its books or records and held in Securities Clearance Account Number 20385 and no other account whatsoever.

"Customer's Pledged Securities Account" means Securities Clearance Account Number 20385 which Morgan Guaranty Trust Company of New York, Brussels office ("Morgan Guaranty Brussels") currently has opened in the name of the Borrower and which contains Customer's Securities.

Note :-

By letter from Morgan Guaranty Brussels to the Company and dated February 10, 2000, it is confirmed that the lien and security interest of Morgan Guaranty Brussels in the Customer's Pledged Securities Account and in the Customer's Securities credited to this Customer's Securities Pledged Account shall be limited to Borrowings related to the Customer's Pledged Securities Account and relate to no other account whatsoever.

Particulars as to commission allowance or discount (note 3)

NIL

Signed

R Ward

Date

23/2/00

On behalf of Cargill Financial Markets PLC

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 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 N° 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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02496185

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SUPPLEMENTAL TO AND MODIFICATION OF COLLATERAL AGREEMENT GOVERNING PLEDGES OF RIGHT TITLE AND INTEREST IN CUSTOMERS PLEDGED SECURITIES ACCOUNT BY PARTICIPANTS IN THE EUROCLEAR SYSTEM OF EVEN DATE DATED THE 14th FEBRUARY 2000 AND CREATED BY CARGILL FINANCIAL MARKETS PLC FOR SECURING ALL BORROWINGS AND OTHER OBLIGATIONS THAT RELATE TO OR RESULT FROM THE BORROWERS USE OF THE EUROCLEAR SYSTEM NOW OUTSTANDING OR WHICH MAY BE OUTSTANDING AT ANY TIME IN THE FUTURE TO MORGAN GUARANTY BRUSSELS AND TO ANY OTHER OFFICE OF MORGAN GUARANTY TRUST COMPANY OF NEW YORK PROVIDED ALWAYS THAT SUCH BORROWINGS RELATE TO CUSTOMERS SECURITIES HELD IN THE CUSTOMERS SECURITIES PLEDGED ACCOUNT NUMBER 20385 AND RELATE TO NO OTHER ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 28th FEBRUARY 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2nd MARCH 2000.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



COMPANIES HOUSE

HC026B