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CHFP014

Please do not
write in this
binding marginPlease 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 £10 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 5)

For official use

Company number

Name of company

* **THE CHEESE COMPANY LIMITED**

Date of creation of the charge

13 April 2004 7 APRIL 2004

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

STANDARD SECURITY

Amount secured by the mortgage or charge

the payment discharge and performance of all the Secured Liabilities (as defined by reference in the Deed of Guarantee and Debenture entered into amongst The Cheese Company Holdings Limited, the other companies listed therein and Cooperative Centrale Raiffeisen-Boerenleenbank B.A. trading as Rabobank International, London Branch dated on or about the 7 April 2004, as said Deed of Guarantee and Debenture may be amended, varied, supplemented, novated or assigned from time to time) to the said Cooperative Centrale Raiffeisen-Boerenleenbank B.A. trading as Rabobank International, London Branch as agent and trustee for the Secured Creditors (as defined by reference in the said Deed of Guarantee and Debenture) the said bank in such capacity being the "Security Agent" (which expression shall include such bank and all other persons or companies for the time being acting as security agent for the secured creditors)

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

Cooperative Centrale Raiffeisen-Boerenleenbank B.A. trading as Rabobank International,**London Branch****Thames Court, One Queenhithe, London,**Postcode **EC4V 3RL**Presenter's name address and
reference (if any):**BIGGART BAILLIE
DX GW 9****PAC/LJS/MEH/11643.10**

Time critical reference

For official Use
Mortgage Section

Post room

A27
COMPANIES HOUSE0748
21/04/04

all and whole the subjects known as Lockerbie Creamery, Priestdykes, Lockerbie, being the whole of the subjects registered in the Land Register of Scotland under Title Number DMF3456 together with (1) the whole mines, metals and minerals thereof so far as the Company has right thereto; (2) the whole buildings and other erections on the whole subjects secured; (3) the parts, privileges and pertinents thereof; (4) the whole heritable fittings and fixtures therein and thereon; (5) the whole rights of access and other rights whether common, mutual or exclusive effeiring to the whole subjects secured; and (6) the Company's whole right, title and interest present and future in and to the whole subjects secured.

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

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Particulars as to commission allowance or discount (Note 3)

N/A

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Signed



Date

20/4/04

On behalf of [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", "Debentures", "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

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COMPANIES FORM No. 398

Certificate of registration in Scotland or Northern Ireland of a charge comprising property situate there

398

Please do not
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Pursuant to section 398(4) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

Company number

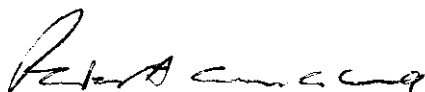
02670609

Name of company

* THE CHEESE COMPANY LIMITED

* insert full name
of companyI, Peter A Cruickshankof Biggart Baillie Solicitors, Dalmore House, 310 St Vincent Street, Glasgow, G2 5QR§ give date and
parties to chargecertify that the charge§ being a Standard Security granted in favour of Cooperative
Centrale Raiffeisen-Boerenleenbank B.A, trading as Rabobank International, London
Branch by The Cheese Company Limited, dated 7 April 2004of which a true copy is annexed to this form was presented for registration on 13/04/2004† delete as
appropriatein [Scotland] [~~Northern Ireland~~]†

Signed

Date 20/4/04Presentor's name address and
reference (if any):**BIGGART BAILLIE**
DX GW 9
GLASGOW

PAC/LJS/MEH/11643.10

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Mortgage Section

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FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02670609

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON 13 APRIL 2004 AND DATED THE 7th APRIL 2004 AND CREATED BY THE CHEESE COMPANY LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO COOPERATIEVE CENTRALE RAIFFEISEN-BOERENLEENBANK B.A. TRADING AS RABOBANK INTERNATIONAL, LONDON BRANCH AS AGENT AND TRUSTEE FOR THE SECURED CREDITORS 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 21st APRIL 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23rd APRIL 2004.

A handwritten signature in dark ink, appearing to be 'D. ...'.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —