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CHFP041

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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 (£13 for forms delivered on or after 1 February 2005) 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 6)

For official use Company number



3574122

Name of company

* Carrs Billington Agriculture (Operations) Limited (the "Mortgagor")

Date of creation of the charge

15 July 2005

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

Legal Charge (the "Charge")

Amount secured by the mortgage or charge

Mortgagor's Obligations.

Please refer to Paper Apart 1 for definitions.

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

The Royal Bank of Scotland plc, 280 Bishopsgate, London (the "Bank")

Postcode EC2M 4RB

Presentor's name, address and
reference (if any):Dundas & Wilson CS LLP
Saltire Court
20 Castle Terrace
Edinburgh EH1 2EN

Time critical reference

KT/ET/CLP/RBS001.1647

For official use (02/00)
Mortgage Section

Post room

A12
COMPANIES HOUSE

AUPHR7CM

0090
28/07/05

CoM395/1

Short particulars of all the property mortgaged or charged

Please refer to Paper Apart 2 for details.

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

Particulars as to commission allowance or discount (note 3)

None

Signed

Date

27/7/05

On behalf of [company] [mortgagee/chargee]

Notes

† Delete as
appropriate

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. A fee of £10 (£13 for forms delivered on or after 1 February 2005) is payable to Companies House in respect of each register entry for a mortgage or charge. 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 CF4 3UZ.

This is the Paper Apart 1 referred to in the foregoing Form 395 relative to the Legal Charge (the "Charge") dated 15 July 2005 granted by Carrs Billington Agriculture (Operations) Limited (the "Mortgagor") in favour of The Royal Bank of Scotland plc (the "Bank")

In this Paper Apart 1 and 2, the following definitions shall mean:-

Interest means interest at the rate(s) charged to the Mortgagor by the Bank from time to time

Property means the following:-

Administrative Area: Lancashire

Description: Milk Products Building, Lansil Mill, Lansil Way, Lancaster

Tenure: Leasehold

Land Registry Title No: Not applicable

Charged Assets means the assets charged by Clause 1.2 of the Charge (as set out in Paper Apart 2)

Goodwill means the present and future goodwill of any business carried on at the Property by or on behalf of the Mortgagor

Mortgagor's Obligations means all the Mortgagor's liabilities to the Bank of any kind and in any currency (whether present or future actual or contingent and whether incurred alone or jointly with another) together with the Bank's charges and commission Interest and Expenses

Expenses means all expenses (on a full indemnity basis) incurred by the Bank or any Receiver at any time in connection with the Property the Charged Assets the Goodwill the Licences or the Mortgagor's Obligations or in taking or perfecting the Charge or in preserving defending or enforcing the security created by the Charge or in exercising any power under the Charge or otherwise with Interest from the date they are incurred

This is the Paper Apart 2 referred to in the foregoing Form 395 relative to the Legal Charge (the "Charge") dated 15 July 2005 granted by Carrs Billington Agriculture (Operations) Limited (the "Mortgagor") in favour of The Royal Bank of Scotland plc (the "Bank")

Short particulars of all the property mortgaged or charged:-

- 1.1 By way of legal mortgage of all legal interests and otherwise by way of fixed charge the Property (to the full extent of the Mortgagor's interest in the Property or its proceeds of sale)
- 1.2 By way of fixed charge:-
 - 1.2.1 All the fixtures and fittings of the Mortgagor from time to time attached to the Property
 - 1.2.2 All the plant and machinery vehicles and computer equipment of the Mortgagor present and future at the Property not regularly disposed of in the ordinary course of business and all associated warranties and maintenance contracts
 - 1.2.3 All furniture furnishings equipment tools and other chattels of the Mortgagor now and in the future at the Property and not regularly disposed of in the ordinary course of business
- 1.3 By way of fixed charge the Goodwill all rents receivable from any lease granted out of the Property and the proceeds of any insurance from time to time affecting the Property or the Charged Assets

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**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY No. 03574122

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 15th JULY 2005 AND CREATED BY CARRS BILLINGTON AGRICULTURE (OPERATIONS) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE ROYAL BANK OF SCOTLAND plc ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 28th JULY 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 1st AUGUST 2005.

Don



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES