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Please 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.

BOS
139 116
F40x4

395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

[156]

03636168

Name of company

* Deans Foods Limited, Registered Office: 198 Silbury Boulevard, Central
Milton Keynes, MK9 1LL ("the Company")

Date of creation of the charge

2nd February, 2000

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

Standard Security

Amount secured by the mortgage or charge

All sums of principal, interest and charges and/or liabilities which are
now and which may at any time in the future become due to the Security
holder in any manner or way (a) by the Company either solely or jointly
with any person or persons or corporation, company, firm or other body,
and whether as principal or surety including without prejudice to that
generality Credit Agreement between Deans Food Group Limited and the
Security holder executed on 21st January, 2000 and/or (b) pursuant to
any of the other Finance Documents.

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

GE Capital Commercial Finance Limited (Company Number 1030032),
Registered Office: Brockbourne House, 77 Mount Ephraim, Tunbridge Wells,
Kent, TN4 8AR ("the Security holder")

Postcode

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

Fyfe Ireland WS
Orchard Brae House,
30 Queensferry Road,
Edinburgh
EH4 2HG (DX ED23)

MPF/SRD/DE058.007

Time critical reference

For official Use
Mortgage Section

Post room



A19
COMPANIES HOUSE

ANUJPO4S

0673
19/02/00

Short particulars of all the property mortgaged or charged

See Paper Apart.

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lettering

Particulars as to commission allowance or discount (note 3)

N/A

Signed

Fyfe Ireland w/s

Date

17th February, 2000

On behalf of [company] [mortgagee/chargee] †

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

† 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.
- 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 CF4 3UZ

Paper Apart

ALL and WHOLE (In the First Place) ALL and WHOLE those subjects known as and forming Numbers 1 and 1a, Strathore Cottages, Strathore Road, Thornton lying on the north side of Strathore Road in the Parish of Kirkcaldy and Dysart and for the purposes of registration of writs in the County of Fife extending to Sixteen decimal or one hundredth parts of an acre or thereby being the subjects shown delineated and hatched in blue on Plan Number 1 annexed and executed as relative to the said Standard Security ; (In the Second Place) ALL and WHOLE the subjects known as and forming Thornton Egg Packing Station and Feed Mill lying on the north side of Strathore Road, aforesaid in the said Parish and County extending to Sixteen acres and four decimal or one hundredth parts of an acre or thereby being the subjects delineated and cross hatched in green on Plan Number 1 and Plan Number 2 annexed and executed as relative to the said Standard Security; (In the Third Place) ALL and WHOLE that area of ground extending to Twenty one decimal or one hundredth parts of an acre or thereby lying on the north side of Strathore Road, aforesaid in the said Parish and County being the subjects delineated in black and shown double hatched in red on Plan Number 2 aforesaid; Which subjects hereby described (In the First Place), (In the Second Place) and (In the Third Place) form part and portion of ALL and WHOLE the Town and Lands of Skeddoway and the westmost part of the Town and Lands of Wester Strathore lying in the said Parish and County more particularly described (First) and (Second) in and disposed by Disposition by George Prentice and Others as Trustees of George Prentice in favour of Alexander Clark dated Third and recorded in the Division of the General Register of Sasines applicable to the County of Fife on Fifteenth both days of November Nineteen hundred and twenty two; TOGETHER WITH (One) the servitude rights and others specified in Grant of Wayleave by Andrew Graham Cunningham and Others as Trustees thereinmentioned in favour of W. & J.B. Eastwood Limited dated Fifteenth December Nineteen hundred and ninety two and subsequent dates and recorded in the said Division of the General Register of Sasines Twenty ninth July Nineteen hundred and ninety three; (Two) the whole buildings and erections thereon including, without prejudice to the generality of the foregoing, Numbers 1 and 1a, Strathore Cottages and Thornton Egg Packing Station and Feed Mill; (Three) the whole heritable fixtures and fittings in and about the said subjects; (Four) the whole uses and rights common, mutual and exclusive effeiring to the said subjects; (Five) the parts, privileges and pertinents effeiring to the said subjects hereby described; and (Six) the Company's whole right, title and interest, present and future, therein and thereto; and (In the Fourth Place) the subjects registered in the Land Register of Scotland under Title Number FFE 6678.

Fyfe Ireland WS

M**398****Notice of registration in
Scotland or Northern Ireland
of a charge comprising property
situate there**

CHA 116

Please do not
write in
this margin

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

03636168

* insert full name
of company

Name of company

* Deans Foods Limited, Registered Office: 198 Silbury Boulevard, Central
Milton Keynes, MK9 1LL ("the Company")

Michael Philip Fitzgerald, Solicitor

of Fyfe Ireland, W.S., Orchard Brae House, 30 Queensferry Road, Edinburgh EH4
2HG (DX ED23)§ give date and
parties to chargecertify that the charge§ dated 21st January, 2000 granted by the Company in favour
GE Capital Commercial Finance Limited† delete as
appropriateof which a true copy is annexed to this form was presented for registration on 2/2/00 ~~10~~
in [Scotland] ~~Northern Ireland~~†

Signed

Michael P Fitzgerald

Date

17/2/00

Presenter's name address and
reference (if any):Fyfe Ireland WS
Orchard Brae House
30 Queensferry Road,
Edinburgh
EH4 2HG
23 ED
Ref: MPF/SRD/DE058.007For official Use
Mortgage Section

Post room

Notes

The address for the Registrar of Companies is:-

Companies House
Crown Way
Cardiff
CF4 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03636168

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON 2 FEBRUARY 2000 AND DATED THE 23rd JANUARY 2000 AND CREATED BY DEANS FOODS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO GE CAPITAL CORPORATION FINANCE LIMITED ON ANY ACCOUNT WHATSOEVER PURSUANT TO THE TERMS OF A GENERALITY CREDIT AGREEMENT DATED 21 JANUARY 2000 AND/OR ANY OF THE OTHER FINANCE DOCUMENTS WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 19th FEBRUARY 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23rd FEBRUARY 2000.

P. Row



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



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES