

Particulars of a mortgage or charge

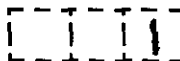
A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



4555609

Name of company

* Freshwild Limited (the "Company")

Date of creation of the charge

24 October 2002

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

Nineteenth Supplemental Trust Deed dated 24 October 2002 made between (1) Cleveland Place Holdings Plc (the "Lender"), (2) the companies listed in the First Schedule to that deed (the "Existing Charging Subsidiaries"), (3) the Company and Mountloop Limited, (Continued on page 1 of continuation sheet 1)

Amount secured by the mortgage or charge

The Principal amount of the £104,416,451 debenture stock of the Lender (of which £29,126,963 is outstanding) secured by the Trust Deeds, the premium (if any) and interest thereon and all other moneys intended to be secured by the Trust Deeds.

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

Alliance Assurance Company Limited (the "Trustee") whose registered office is at St Mark's Court, Chart Way, Horsham, West Sussex

Postcode RH12 1XL

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

Allen & Overy
One New Change
London
EC4M 9QQ

PNM/SWT

Time critical reference

For official Use
Mortgage Section

Post room



LD7
COMPANIES HOUSE

LKNV4FPU

0429
07/11/02

Short particulars of all the property mortgaged or charged

The Company has in the Nineteenth Supplemental Deed charged by way of collateral security in favour of the Trustee all its undertaking and all its assets both present and future wherever situate (including any uncalled capital) and (subject to the provisions of clauses 2 and 8 of the Principal Trust Deed) such charge shall rank as a first floating charge.

The Company is prohibited from creating or leaving outstanding any mortgage or charge on the whole or any part of its undertaking or assets ranking in priority to or pari passu with the above charge save as permitted under the provisions of the Trust Deeds.

All the provisions of the Principal Trust Deed relating to Charging Subsidiaries (as therein defined) and their respective undertakings and assets shall from the date of the Nineteenth Supplemental Trust Deed apply to the Company and its undertakings and assets charged in the Nineteenth Supplemental Deed and the Company has in the Nineteenth Supplemental Trust Deed covenanted with the Trustee that it will duly observe and perform all the provisions contained in the Principal Trust Deed which are binding on the Existing Charging Subsidiaries.

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Allen + Overy

Date

7th

November 2002

On behalf of ~~company~~ ~~mortgagee~~ ~~chargor~~ †

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 CF14 3UZ

CHFP025

Particulars of a mortgage or charge (continued)

Please do not
write in this
binding margin

Continuation sheet No 1
to Form No 395 and 410 (Scot)

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

Company Number

4555609

Name of Company

Freshwild Limited (the "Company")

~~XXXXXX~~

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Continued from page 1:-

and (4) Alliance Assurance Company Limited (the "Nineteenth Supplemental Deed") expressed to be supplemental to a trust deed dated 7 February 1962 (the "Principal Trust Deed") and eighteen supplemental trust deeds supplemental thereto described in the Second Schedule to the Nineteenth Supplemental Trust Deed (being, together with the Principal Trust Deed and the Nineteenth Supplemental Deed the "Trust Deeds")

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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04555609

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A NINETEENTH SUPPLEMENTAL TRUST DEED (BEING SUPPLEMENTAL TO A TRUST DEED DATED 7 FEBRUARY 1962 (THE PRINCIPAL TRUST DEED) AND EIGHTEEN SUPPLEMENTAL TRUST DEEDS SUPPLEMENTAL THERETO) DATED THE 24th OCTOBER 2002 AND CREATED BY FRESHWILD LIMITED FOR SECURING THE PRINCIPAL AMOUNT OF THE £104,416,451 DEBENTURE STOCK OF THE LENDER (OF WHICH £29,126,963 IS OUTSTANDING) SECURED BY THE TRUST DEEDS, THE PREMIUM (IF ANY) AND INTEREST THEREON AND ALL OTHER MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ALLIANCE ASSURANCE COMPANY LIMITED (THE TRUSTEE). 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 7th NOVEMBER 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th NOVEMBER 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —