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Particulars of a mortgage or charge created by a company registered in Scotland

Pursuant to Section 106A
of the COMPANIES ACT 1948 (note 1)

47

(Scot.)

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write in this
binding
margin

For official use

Company Number

81

31456

Name of Company

UNITED BISCUITS (UK)

Limited*

Particulars of a mortgage or charge created by the above-named company

Date and description of the instrument creating or evidencing the mortgage or charge (note 2)

GUARANTEE AND FLOATING CHARGE BY THE COMPANY dated 22nd June, 1982 in favour of Commercial Union Assurance Company plc as Trustees under a Trust Deed ("the Trust Deed") dated 30th July, 1968 and four Supplemental Trust Deeds ("the Supplemental Deeds") dated respectively 13th November, 1968, 11th December, 1968, 11th May, 1972 and 30th June, 1982 all made between United Biscuits (Holdings) Public Limited Company and others and Commercial Union Assurance Company plc.

Amount secured by the mortgage or charge

All sums due or to become due by the Company to Commercial Union Assurance Company plc as Trustees under the Trust Deed and the Supplemental Deeds in terms of the guarantee contained in the Instrument creating the Charge, being a guarantee of full payment in accordance with the provisions of the Trust Deed and the Supplemental Deeds of £8,000,000 8% Debenture Stock 1993/98, £1,000,000 8% Debenture Stock 1993/98 and £194,000 7½% Debenture Stock 1981/86 of United Biscuits (Holdings) Public Limited Company all interest thereon and all other monies intended by the Trust Deed and Supplemental Deeds to be secured.

Presenter's name, address, telephone number and
reference (if any)

MacLay, Murray & Spens,
169 West George Street,
GLASGOW G2 2LA

IGL/48,073-5

For official use
Mortgage Section

Post room



Time Critical reference

Short particulars of all the property mortgaged or charged (For statement as to restriction on power to grant further securities or ranking provisions see note 3)

1. The whole property (including uncalled capital) which is or may be from time to time while the security is in force comprised in the property and undertaking of the Company.
2. This Floating Charge ranks in priority to any fixed security within the meaning of sub-section (1) of Section 31 of the Companies (Floating Charges and Receivers) (Scotland) Act 1972 created after the date of this Floating Charge and to any other Floating Charge so created but reserves power to create Floating Charges ranking equally with but not in priority to this Floating Charge to the extent permitted by the Trust Deed.

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

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

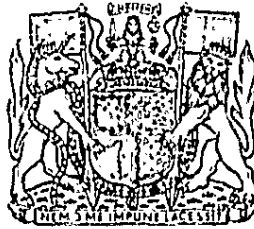
Commercial Union Assurance Company plc, 24 Cornhill, London EC3 as Trustees
acting under the Trust Deed and the Supplemental Deeds.

Particulars as to commission, allowance or discount (note 4)

Nil

Signed [Signature] Date 7th July 1982
 Designation of position in relation to the company Solicitors in Scotland to the Trustees

- Notes**
1. Section 106A was originally inserted into the Companies Act 1948 by the Companies (Floating Charges) (Scotland) Act, 1961, and subsequently amended by the Companies (Floating Charges & Receivers) (Scotland) Act 1972.
 2. A description of the instrument eg, "Trust Deed", "Debenture", etc, as the case may be, should be given. In the case of an instrument recorded in the General Register of Sasines the date of recording should be given.
 3. In the case of a floating charge a statement of (1) the restrictions, if any, on the power of the company to grant further securities ranking in priority to, or pari passu with the floating charge and/or (2) of the provisions, if any, regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property which is the subject of the floating charge or any part of it should be given.
 4. In this column 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 subscribing or agreeing to subscribe, whether or conditionally, or 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.
 5. A certified copy of the instrument creating the charge, together with this form must be delivered to the Registrar of Companies within 21 days after the date of the creation of the mortgage or charge. Certified copies of any other documents relevant to the charge should also be delivered.
 6. A copy instrument should be verified or certified to be a true copy under the seal of the Company or under the hand of some person interested therein otherwise than on behalf of the Company (Regulation 6 of the Companies (Forms) Regulations 1979, SI 1979/1547 refers).



CERTIFICATE OF THE REGISTRATION OF A CHARGE

I hereby certify that a charge created on the 22 June 1982
by **UNITED BROSQUETS (UK) LIMITED**
in favour of **Commercial Union Assurance Company plc**
for securing all sums due or to become due

was registered pursuant to section 106A of the Companies Act, 1948, on
the 8 July 1982

Given under my hand at Edinburgh the 15 July 1982

No. 31456/81

Registrar of Companies

Certificate and instrument received by

Date

(A)



COMPANIES FORM No. 419a (Scot)

**Application for registration of a
memorandum of satisfaction
in full or in part of a registered charge**

419a

003149

~~002769~~

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write in
this margin

Pursuant to section 419(1)(a) of the Companies Act 1985

To the Registrar of Companies
(Address overleaf)

For official use

Company number

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

[] [] [] []

31456

Name of company

* Insert full name
of company

* GrandMet Restaurants Limited

I, Barry Edward Wickham

of 7 Oates Close, Bromley, Kent BR2 0WA

† delete as
appropriate

~~† a director~~ ~~† the secretary~~ ~~† the liquidator~~ ~~† the receiver~~ ~~† the administrator~~ ~~†~~ of the company,

do solemnly and sincerely declare that the debt for which the charge described overleaf was given has
been paid or satisfied in ~~† full~~ ~~† part~~ ~~†~~

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

Declared at 2 Hereward Place
Hammers Square, London W14 0ET

Declarant sign below

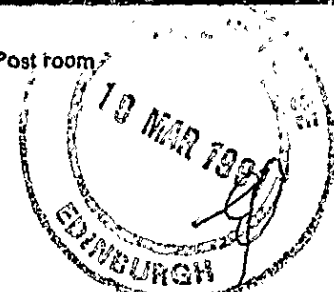
the 27th day of February
one thousand nine hundred and ninety-two
before me Dr. A. G. (D.A. GORE)

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

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

For official Use
Charges Section

Post room



Particulars of the charge to which the application overleaf refers

Please do not
write in
this margin

Date of creation of the charge

22nd June, 1982

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

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

Guarantee and floating charge dated 22nd June, 1982

† Insert a description
of the instrument(s)
creating or
evidencing the
charge, eg
'Charge',
'Debenture' etc.

Date of Registration‡

8th July, 1982

‡ the date of
registration may
be confirmed from
the certificate

Short particulars of property charged

The whole of the Company's property and undertaking

Where a FLOATING CHARGE is being satisfied, the following Certificate MUST be completed:

CERTIFICATE

I LINDA FOX, EXECUTIVE ASSISTANT OF COMMERCIAL UNION ASSURANCE
COMPANY LTD
of 69 PARK LANE, CROYDON CR9 1BG

being [the creditor][a person authorised to act on behalf of the creditor]† entitled to the benefit of the
floating charge specified above certify that the particulars above relating to the charge and its
satisfaction are correct.

† delete as
appropriate

Signature Linda Fox. Date 22.2.91

Note

The address of the Registrar of Companies is:-

Companies House
100-102 George Street
Edinburgh
EH2 3DJ