

**Particulars of a charge created
by a company registered in Scotland****410**

Pursuant to section 410 of the Companies Act 1985

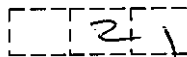
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legibly, preferably
using black type, or
old block lettering

To the Registrar of Companies

For Official use

Company number

(Address overleaf - Note 5)



34389

Name of company

MARSHALL FOOD GROUP LIMITEDInsert full name
of company

Date of creation of the charge (note 1)

1.12.97

Description of the instrument (if any) creating or evidencing the charge (note 1)

BOND AND FLOATING CHARGE

Amount secured by the charge

- 1) All sums (including all balances on any and every account of the Company with Kellock) owing and to become owing to Kellock Limited under the Cashflow Finance Agreement between us and Kellock executed by the grantor on and any amendment or addition thereto or replacement thereof;
- 2) Interest on (1) above;
- 3) Commission, legal and other costs, charges and expenses relative to (1) and (2) above

Names and addresses of the persons entitled to the charge

Kellock Limited, Abbey Gardens, 4 Abbey Street, Reading, Berks RG1 3BAPresentor's name address telephone
number and reference (if any):Kellock Limited
Abbey Gardens
4 Abbey Street
Reading
BerkshireFor official use
Charges Section

Post room



A Floating Charge over the whole of the assets and property (including uncalled capital and all book and other debts to which the Company are now or shall at any time hereafter become entitled) which are or may be from time to time while this instrument is in force comprised in the Company's property and undertaking.

Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision (note 2)

The Company is prohibited from creating any further charge ranking either in priority to or pari passu with this charge except any subsequent fixed security which may be granted in favour of Kellock Limited which shall have priority over this charge.

Particulars as to commission, allowance or discount paid (see section 413(3))

Signed



Date

8.12.97

On behalf of ~~[company]~~ [chargee]

Notes

A description of the instrument e.g. 'Standard Security' 'Floating Charge' etc, should be given. For the date of creation of a charge see section 410(5) of the Act. (Examples - date of signing of an Instrument of Charge; date of recording/registration of a Standard Security; date of intimation of an Assignment.)

2. In the case of a floating charge a statement should be given 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) 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.

3. A certified copy of the instrument, if any, creating or evidencing the charge, together with this form with the prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of the creation of the charge. In the case of a charge created out of the United Kingdom comprising property situated outside the U.K., within 21 days after the date on which the copy of the instrument creating it could, in due course of post, and if despatched with due diligence, have been received in the U.K. Certified copies of any other documents relevant to the charge should also be delivered.

4. A certified copy must be signed by or on behalf of the person giving the certification and where this is a body corporate it must be signed by an officer of that body.

5. The address of the Registrar of Companies is:-

Companies Registration Office

102 George Street

Edinburgh EH2 3DJ

Ed Rep 4m 3/89 (024556/2) (CRC @pplied@



**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

Company number 34389

I hereby certify that a charge created by

MARSHALL FOOD GROUP LIMITED

on 1 DECEMBER 1997

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of KELLOCK LIMITED

was delivered pursuant to section 410 of the Companies Act, 1985,
on 10 DECEMBER 1997

Signed at Edinburgh
11 DECEMBER 1997

R. Graham
For Registrar of Companies



N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

REGISTER of Charges, Alterations to Charges,

COMPANY: SC034389 CHARGE: 21

(1) Date of Registration	(2) Serial Number of Document on File	(3) Date of Creation of each Charge and Description thereof	(4) Date of the acquisition of the Property	(5) Amount secured by the Charge £	(6) Short Particulars of the Property Charged	(7) Names of the Persons entitled to the Charge
10/12/1997		1/12/97 BOND & FLOATING CHARGE		ALL SUMS DUE, OR TO BECOME DUE	UNDERTAKING AND ALL PROPERTY AND ASSETS PRESENT AND FUTURE OF THE COMPANY INCLUDING UNCALLED CAPITAL	KELLOCK LIMITED

Memoranda of Satisfaction and Appointments etc. of Receivers

N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

COMPANY: SC034389 CHARGE: 21

(8) In the case of a floating charge, a statement of the provisions, if any, prohibiting or restricting the creation by the company of any fixed security or any other floating charge having priority over, or ranking <i>pari passu</i> with the floating charge.	(9) In the case of a floating charge, a statement 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 the subject of the floating charge or any part of it.	(10) Amount or rate per cent of the Commission Allowance or discount	(11) Memoranda of Satisfaction	(12) Receiver		
				Name	Date of Appointment	Date of Ceasing to act
COMPANY ARE EXPRESSLY PROHIBITED FROM CREATING SUBSEQUENT FIXED SECURITY HAVING PRIORITY OVER OR RANKING EQUALLY WITH THE FLOATING CHARGE						