

Particulars of a charge created by a company registered in Scotland

410

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



Pursuant to section 410 of the Companies Act 1985

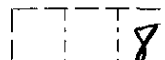
*Please do not
write in
this margin*

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

** Insert full name
of company*

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

For official use Company number



SC167965

Name of company

* BFD Food Group Limited (the "Company")

Date of creation of the charge (note 1)

5 November 2002

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

Floating Charge (the "Floating Charge")

Amount secured by the charge

All present and future obligations and liabilities, whether actual or contingent and whether owed solely or jointly or severally and whether as principal debtor, guarantor, cautioner, surety, indemnifier or otherwise (or the equivalent in any other relevant jurisdiction) of the Company to the Trustee (as defined below) in whatever manner and on any account.

Names and addresses of the persons entitled to the charge

BancBoston Investments Inc. of 175 Federal Street, 10th Floor, Boston MA02110, USA
as trustee for the Stockholders (as defined in the Paper Apart to this Form 410)
and its successors, assignees and transferees from time to time (the "Trustee").

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

Shepherd+ Wedderburn
Saltire Court
20 Castle Terrace
Edinburgh EH1 2ET
DX 553049 Edinburgh-18

For official use (02/00)

Charges Section

Post room



SCT S68FDG2G 0231
COMPANIES HOUSE 20/11/02

Short particulars of all the property charged

The whole of the property, assets and rights (including uncalled capital) which are or may from time to time while the Floating Charge is in force be comprised in the property and undertaking of the Company.

Please do not write in this margin

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

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

See Paper Apart

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

N/A

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

Signed Stephen J. Waddell Date 20/1/02
On behalf of [company] [chargee][†]

Notes

1. 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. Cheques and Postal Orders are to be made payable to Companies House.

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

Companies House
37 Castle Terrace
Edinburgh EH1 2EB

[†] Delete as appropriate

This is the Paper Apart referred to in the foregoing Form 410 relative to a Floating Charge granted by BFD Food Group Limited in favour of BancBoston Investments Inc. dated 5 November 2002.

1. **Definitions**

In the foregoing Form 410:

"Loan Stock Instrument" means the loan note instrument constituting Series "D" Secured Loan Stock 2005/2008 of BFD Group Holdings Limited, Company Number SC126538; and

"Stockholders" means the persons for the time being entered in the Register which the Company is required to maintain pursuant to the Loan Stock Instrument as holders of the Series "D" Secured Loan Stock.

2. **Statement as to any restrictions on power to grant further securities and any ranking provision**

2.1 The Company is prohibited by the Floating Charge from creating subsequent to its execution of the Floating Charge, and the Company shall not create subsequent to its execution of the Floating Charge, any fixed security or any other floating charge having priority over, or ranking pari passu with, the Floating Charge except:

2.1.1 with the Trustee's prior written consent; and/or

2.1.2 any fixed security or other floating charge granted in favour of the Trustee.

2.2 Subject to paragraph 2.3 below, the Company agrees that the Floating Charge shall, except as may be otherwise previously agreed in writing by the Trustee and subject to Section 464(2) of the Companies Act 1985, rank in priority to any fixed security or floating charge created by the Company after the date of the Floating Charge.

2.3 Any fixed security created or to be created by the Company at any time in favour of the Trustee shall rank in priority to the Floating Charge.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number 167965

I hereby certify that a charge created by

BFD FOOD GROUP LIMITED

on 5 NOVEMBER 2002

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of BANCOSTON INVESTMENTS INC.

was delivered pursuant to section 410 of the Companies Act, 1985,
on 20 NOVEMBER 2002

Given at Companies House, Edinburgh



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



**THE OFFICIAL SEAL OF THE
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: SC167965 CHARGE: 8

(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
11/11/2002		5/11/02 FLOATING CHARGE		ALL SUMS DUE, OR TO BECOME DUE	UNDERTAKING AND ALL PROPERTY AND ASSETS PRESENT AND FUTURE OF THE COMPANY INCLUDING UNCALLED CAPITAL	BANCOSTON INVESTMENTS INC.

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: SC167965 CHARGE: 8

(8)	(9)	(10)	(11)	(12)		
				Receiver		
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.	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.	Amount or rate per cent of the Commission Allowance or discount	Memoranda of Satisfaction	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						