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in black type, or
bold block lettering

*Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

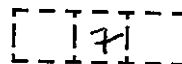
395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number



94632

Name of company

* WT Foods PLC

Date of creation of the charge

9 February 1999

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

Deed of Charge over cash deposits

Amount secured by the mortgage or charge

All monies and liabilities now or at any time hereafter due owing or incurred to National Westminster Bank plc ("the Bank") by WT Foods PLC on account of monies paid or obligations discharged by the Bank pursuant to the terms of a guarantee of 2,500,000 Guaranteed Redeemable Loan Notes 2006 of £1 each to be issued by WT Foods PLC ("the Guarantee") which Guarantee will be executed by the Bank on the date of issuance of the said loan notes.

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

National Westminster Bank plc, 41 Lothbury, London, EC2P 2BP

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

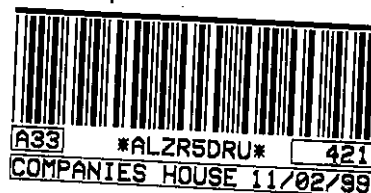
Eversheds
1 Royal Standard Place
Nottingham
NG1 6FZ

NOTCOR1/68919/584/390/

Time critical reference

For official use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

All monies now or at any time hereafter standing to the credit of the special account called "National Westminster Bank plc re WT Foods PLC Loan Note account" held at National Westminster Bank plc, Nottingham Smiths Bank Branch, account number 78534429, sort code 56-00-61.

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

Particulars as to commission allowance or discount (note 3)

Signed

Greenheds

Date

9 February 1999

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

† 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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00094632

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF CHARGE OVER CASH DEPOSITS DATED THE 9th FEBRUARY 1999 AND CREATED BY W T FOODS PLC FOR SECURING ALL MONIES AND LIABILITIES DUE OR TO BECOME DUE FROM THE COMPANY TO NATIONAL WESTMINSTER BANK PLC ON ACCOUNT OF MONIES PAID OR OBLIGATIONS DISCHARGED BY NATIONAL WESTMINSTER BANK PLC PURSUANT TO THE TERMS OF A GUARANTEE OF 2,500,000 GUARANTEED REDEEMABLE LOAN NOTES 2006 OF £1 EACH ISSUED BY THE COMPANY ("THE GUARANTEE") WHICH GUARANTEE WILL BE EXECUTED BY NATIONAL WESTMINSTER BANK PLC ON THE DATE OF ISSUANCE OF THE SAID LOAN NOTES WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 11th FEBRUARY 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15th FEBRUARY 1999.

A handwritten signature in dark ink, appearing to read 'R. N. Owens'.

RICHARD NEIL OWENS

for the Registrar of Companies



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