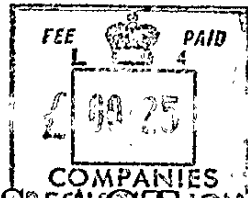


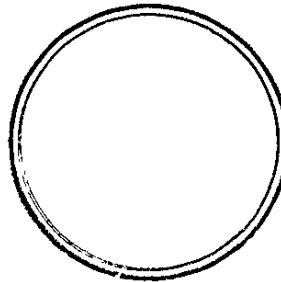
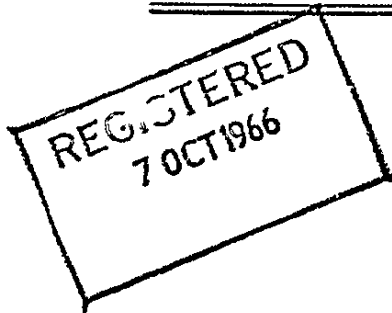
889284

Number of Company



Form No. 41

THE COMPANIES ACT, 1948



A COMPANIES
REGISTRATION
FEE STAMP OF
5/- MUST BE
IMPRESSED
HERE

Declaration of Compliance with the requirements of the
Companies Act, 1948, on application for registration of a Company.

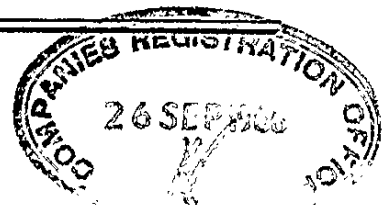
Pursuant to Section 15 (2)

Name of Company { **CASTLE DAIRIES (CAERPHILLY)**
LIMITED

Presented by

F. S. MOORE LTD.
83/84 Chancery Lane
London W.C.2
HOLborn 2886

F. S. MOORE LTD.
Law Stationers & Printers, 83-84 Chancery Lane, London, W.C.2
Telephone: HOLborn 2886



I, ANTHONY WILLIAM PARKE GRIBBLE

of Principality Buildings Queen Street, Cardiff

(a) Here insert:
"A Solicitor of the
Supreme Court"
(or in Scotland
a Solicitor) "engaged
in the formation"

or
"A person named
in the Articles of
Association as a
Director" (whichever
Secretary is applicable).

Do solemnly and sincerely declare that I am (a) A Solicitor
of the Supreme Court engaged in the formation of
Castle Dairies (Caerphilly) Limited

of

~~LIMITED~~,

and that all the requirements of the Companies Act, 1948, in
respect of matters precedent to the registration of the said
Company and incidental thereto have been complied with, 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 *Paraneth*

in the County of *Glanys*

* the 21st day of *September* 19*66*

Before me,

F. J. L. Gribble
A Commissioner for Oaths, (or a Notary Public or
Justice of the Peace.)

* This Declaration must not be made until the Memorandum and Articles of Association
and Form 25 (Statement of Nominal Capital) have been signed and dated.

Reserve for binding

389284 | 2

Number of Company

Form No. 25

THE STAMP ACT 1891

(54 & 55 VICT., CH. 39)

REGISTERED
7 OCT 1966

COMPANY LIMITED BY SHARES



Statement of the Nominal Capital

OF

CASTLE DAIRIES (CAERPHILLY)
LIMITED

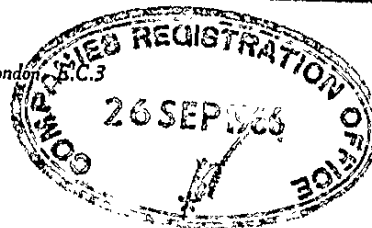
Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933

NOTE:- The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100

Presented by

F. S. MOORE LTD.
33/34 Chancery Lane
London W.C.2
HOLborn 2883

F. S. MOORE LTD.
Law Stationers & Printers, 11-15 Monument Street, London E.C.3
Telephone: MINcing Lane 9595



2

THE NOMINAL CAPITAL

OF

CASTLE DAIRIES (CAERPHILLY)
LIMITED

is £ 10,000 , divided into 100000

Shares of Two Shillings each.

Signature John Davis

(State whether Director,
Manager or Secretary) Director

Dated the 19th day of September 1966

Reserve for binding



COMPANIES
REGISTRATION

889284 / 3



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

REGISTERED
7 OCT 1966

Memorandum of Association

OF

Castle Dairies (Caerphilly) Limited. ✓

1. The name of the Company is CASTLE DAIRIES (CAERPHILLY) LIMITED. ✓

2. The registered office of the Company will be situate in England. ✓

3. The objects for which the Company is established are :-

(A) (1) To carry on business as Manufacturers, Processers, Packers, Importers and Exporters of, and Factors, Brokers, Agents and dealers in Milk, Condensed Milk, Milk Powder, Dried Milk, Ice-Cream Powder, Yoghourt, Cream, Butter, Margarine, Lard, Bacon, Cheese, Eggs, Poultry, Meat, Honey, Vegetables, Fruit, Groceries, Eatables and Provisions of all kinds, both wholesale and retail.

(2) To carry on business as Cow Keepers, Dairymen, Farmers and Market Gardeners in all their respective branches.

(3) To carry on business as Grocers, Green-grocers, Provision Dealers, Butchers and General Store-Keepers, both wholesale and retail.

F. S. MOORE LTD.
33/34 Chancery Lane
London W.C.2
HOLborn 2866



- (B) To carry on any other trade or business whatsoever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (C) To purchase, take on lease or by other means acquire any freehold, leasehold or other property for any estate or interest whatever and any rights, privileges or easements over or in respect of any property and any buildings, workrooms, shops, warehouses, factories, mills, works, machinery, engines, motors, rolling stock, plant, live and dead stock or things and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with or may enhance the value of any other property of the Company.
- (D) To purchase or by other means acquire and protect, prolong, extend and renew whether in the United Kingdom or elsewhere any copyrights, patents, patent rights, trade marks, designs, rights of production, rights of publication or other rights, brevets d'invention and licences which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (E) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, shops, factories, offices, works, machinery, engines and to clear sites for the same or to join with any person, firm or company in doing any of the things aforesaid and to work, manage and control the same or join with others in so doing.
- (F) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on

or proposing to carry on any of the businesses which this Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate with or enter into any arrangement for sharing profits or for co-operation or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any shares, debentures or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.

- (G) To promote any other company or companies for the purpose of its or their acquiring all or any of the property and rights and undertaking any of the liabilities of this Company or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of the property or business of this Company and to pay all the expenses of or incidental to such promotion.
- (H) To manufacture, sell, treat and deal in all kinds of commodities, substances, materials, articles and things necessary or useful for carrying on any of the businesses of the Company or in or for any of the operations of the Company.
- (I) To sell or otherwise dispose of the whole or any part of the undertaking of the Company either together or in portions for such consideration as the Company may think fit and in particular for shares, debentures or securities of any company purchasing the same.
- (J) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (K) To lend money to persons or companies on such terms as may seem expedient and in

particular to customers and others having dealings with the Company and to act as surety for and guarantee the performance of contracts by any persons or companies.

- (L) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and to secure the repayment of any money borrowed or raised by mortgage, charge or lien upon the undertaking and the whole or any part of the Company's property or assets whether present or future including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (M) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instrument.
- (N) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- (O) To subscribe for, take, purchase or otherwise acquire and hold any shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (P) To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (Q) To remunerate any person, firm or company rendering service to the Company whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.

- (R) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company and the issue of its capital including brokerage and commission for obtaining application for or taking, placing or underwriting shares, debentures or debenture stock.
- (S) To enter into any arrangement with any government or authority supreme, municipal, local or otherwise and to obtain from any such government or authority any rights, concessions or privileges that may seem conducive to the attainment of the Company's objects or any of them.
- (T) To establish and support or aid in the establishment and support of clubs, associations, funds, trusts and conveniences, calculated to benefit existing or former employees, Officers or Directors of the Company or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and generally to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- (U) To distribute among the Members of the Company in kind any of the property of the Company and in particular any shares, debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (V) To carry out all or any of the foregoing objects as Principals or Agents or in partnership, co-operation or conjunction with any other person, firm, association or company and in any part of the world, and to procure the Company to be registered or recognised in any country or place.
- (W) To do all such other things as may be incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each of the preceding sub-clauses shall be construed

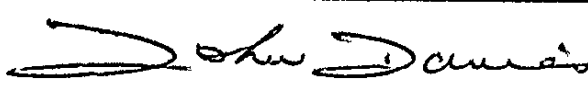

(6)

independently of and shall be in no way limited by reference to any other sub-clause and that the objects set out in each sub-clause are independent objects of the Company.

✓ 4. The liability of the members is limited.

✓ 5. The Share Capital of the Company is £10,000 divided into 100,000 Shares of two shillings each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber. (In Words)
 JOHN DAVIES 1. CRAVEN WALK PENARTH. GLAM COMPANY DIRECTOR	ONE
 ANTHONY WILLIAM PARKE GRIBBLE 63A WESTBOURNE ROAD PENARTH GLAM. SOLICITOR	ONE

DATED this 19th day of September, 1966.

WITNESS to the above Signatures :-

G.B.M. Williams
30 Heol Llan
Rhinebina
Cardiff.

889284/4



THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

REGISTERED
7 OCT 1966

Articles of Association

OF

Castle Dairies (Caerphilly) Limited.

PRELIMINARY

1. The Company shall be a Private Company within the meaning of the Companies Act, 1948, and the Regulations contained in Part I and Part II of Table A in the First Schedule to the Act (hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby. The Clauses of Part I of Table A numbered 3, 24, 40 to 43 inclusive, 53, 75, 84(2), 88, 95, 99, 100, 106 and 118 shall not apply to the Company and in lieu thereof and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

SHARES

2. The Share Capital of the Company is £10,000 divided into 100,000 Shares of two shillings each.

3. Subject to the provisions of Section 58 of the Act, any Preference Shares may, with the sanction of a special resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

4. Subject to the provisions of any agreement binding on the Company, and in case of shares other than those constituting the original capital of the Company subject to any directions contained in the resolution of the Company creating the

same, the shares of the Company, whether forming part of the original capital of the Company or subsequently created, shall be under the control of the Directors who may allot and dispose of or grant options over them to such person and on such terms as the Directors think fit.

5. The lien conferred by Clause 11 of Part I of Table A shall extend to fully paid Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders.

TRANSFER OF SHARES

6. (A) Save as otherwise hereinafter provided no member (hereinafter called "the retiring member") shall be entitled to transfer any shares whether by way of sale or otherwise, without first causing the same to be offered to the other members of the Company at the fair value in accordance with the provisions of this Clause.

(B) In order to ascertain whether any other members of the Company are willing to purchase the shares at the fair value, the retiring member shall give a notice in writing (hereinafter referred to as a "sale notice") to the Company that he desires to sell the same. Every sale notice shall specify the denoting numbers (if any) of the shares which the retiring member desires to sell, and shall constitute the Company the agent of the retiring member for the sale of such shares to the other members of the Company at the fair value. No sale notice shall be withdrawn except with the sanction of the Directors.

(C) The Directors shall, with a view to finding members willing to purchase the shares (hereinafter referred to as "purchasing members"), offer the shares comprised in a sale notice to the persons then holding the remaining shares in the Company as nearly as may be in proportion to their holdings of shares in the Company, and shall limit a time within which such offer, if not accepted, will be deemed to be declined; and the Directors shall make such arrangements as they shall think just and reasonable as regards the finding of purchasing members for any shares not accepted by members to whom they shall in the first instance have been so offered as aforesaid.

(D) If the Company shall within twenty-eight days after service of a sale notice find purchasing members in respect of all or any of the shares comprised therein it shall give notice thereof to the retiring member and the retiring member shall be bound upon payment of the fair value to transfer the shares to such purchasing members, who shall be bound to complete the purchase within seven days from the service of such last-mentioned notice.

(E) The fair value shall be fixed by the Auditors for the time being of the Company and the sum so fixed shall, for the purposes of this Clause, be deemed to be the fair value of any share comprised in such notice.

(F) In the event of the retiring member failing to carry out the sale of any shares which he shall have become bound to transfer as aforesaid, the Directors may authorise some person to execute a transfer of the shares to the purchasing members and may give a good receipt for the purchase price of such shares, and may register the purchasing members as holders thereof and issue to them certificates for the same, and thereupon the purchasing members shall become indefeasibly entitled thereto. The retiring member shall in such case be bound to deliver up his certificate for the said shares, and on such delivery shall be entitled to receive the said purchase price, without interest, and if such certificate shall comprise any shares which he has not become bound to transfer as aforesaid the Company shall issue to him a balance certificate for such shares.

(G) If the Directors shall not, within the space of twenty eight days after service of a sale notice, find purchasing members for all of the shares comprised therein, or if, through no default of the retiring member, the purchase of any shares shall not be completed within twenty one days after the service on the retiring member of the notice provided for by sub-clause (D) hereof, the retiring member shall, at any time, within six months after the expiry of the said twenty eight days or the service on him of the said notice as the case may be, be at liberty, subject to the provisions of Clause 3 of Part II of Table A, to transfer to any person as he may wish (and, in the case of a sale, at any price) the shares in respect of which no purchasing member was found or in respect of which the sale was not completed as aforesaid.

(H) The provisions of Clause 3 of Part II of Table A shall not apply to any transfer to a purchasing member in accordance with the provisions of this Clause.

(I) The provisions of this Clause shall apply mutatis mutandis to any person becoming entitled to a share in consequence of the death or bankruptcy of a member and who wishes either to transfer such share or himself to be registered in respect thereof.

(J) Notwithstanding anything hereinbefore contained in this Clause a share may be transferred (subject to the provisions of Clause 3 of Part II of Table A) to the spouse or lineal descendant or brother or sister of a member or deceased or bankrupt member without first being offered to the other members of the Company in accordance with the provisions of this Clause.

BORROWING POWERS

7. The Directors may exercise all the powers conferred upon them by Clause 79 of Part I of Table A without any limit on the amount for the time being remaining undischarged of moneys so borrowed or secured and the proviso limiting such amount contained in that Clause shall not apply.

NOTICES OF MEETINGS

8. In any notice calling a meeting of the Company or of any class of members of the Company there shall appear with reasonable prominence the statement with regard to proxies required by Section 136(2) of the Act.

PROCEEDINGS AT GENERAL MEETINGS

9. A poll may be demanded by one or more Members present in person or by proxy and having the right to vote at the meeting and paragraphs (b) (c) and (d) of Clause 58 of Part I of Table A shall be modified accordingly.

DIRECTORS

10. Until otherwise determined by the Company in General Meeting the number of Directors (excluding alternate Directors) may be any number not less than two.

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11. The Rt. Hon. Lord Macpherson, John Davies, Herbert William Edward Johnson and Arthur Harry Peaty shall be the first Directors of the Company and shall be permanent Directors of the Company and shall be entitled to hold such office as long as they shall live, subject to Clause 14 hereof and to Clause 96 of Part I of Table A, and shall not be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors.

12. No person shall be disqualified from being or becoming a director of the Company by reason of his attaining or having attained the age of 70 years or any other age.

13. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Subject to Clause 14 hereof and to Clause 96 of Part I of Table A a Director may be appointed under this Clause to hold office for life or any other period or upon such terms as to the rotation of his retirement as the Directors shall at the time of his appointment determine. A Director appointed to hold office for life or any other fixed period shall not during that period be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors.

DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated :-

- (A) If he becomes bankrupt or insolvent or compounds with his creditors;
- (B) If he becomes of unsound mind or is found a lunatic;
- (C) If he ceases to hold any necessary Share qualification or does not obtain the same within one calendar month from the date of his appointment;
- (D) If he becomes prohibited from being a Director by reason of any order made under Section 188 of the Act;
- (E) If he resigns his office by notice in writing to the Company.

15. Provided that a Director declares his interest in a contract or arrangement or proposed contract or arrangement with the Company in manner provided by Section 199 of the Act he shall be counted in the quorum at any meeting of Directors at which the same is considered and shall be entitled to vote as a Director in respect thereof.

PROCEEDINGS OF DIRECTORS

16. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and until so fixed, shall, except when one Director only is in office be two. When one Director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the Company as by the regulations of the Company are conferred on the Board of Directors.

17. A resolution determined on without any Meeting of Directors and evidenced by writing under the hands of all the Directors or a sole Director shall be as valid and effectual for all purposes as a resolution of the Directors passed at a Meeting duly convened, held and constituted.

ALTERNATE DIRECTORS

18. A Director other than a sole Director who for any reason considers that he is unlikely to be able to attend meetings of the Board of Directors may, with the approval of the other Directors, by writing appoint any person to be an alternate Director in his place for a period not exceeding six months on any one occasion. The person so appointed shall not be required to hold any qualification share and shall be entitled to receive notices of and to attend and vote at meetings of the Board and shall automatically vacate his office on the expiration of the term for or the opening of the event until which he is by the terms of his appointment to hold office or if the appointor in writing revokes the appointment or himself ceases for any reason to hold office as a Director. An appointment of an alternate Director under this Clause shall not prejudice the right of the appointor to receive notices of and to attend and vote at meetings of the Board and the powers of the alternate Director shall automatically be suspended during such time as the Director appointing him is himself present in person at a meeting of the Board.

DIVIDENDS

19. Subject to any special rights attaching to any class of shares, dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall for this purpose be treated as paid on the share.

NOTICES

20. The persons mentioned in paragraph (b) of Clause 134 of Part I of Table A (being the persons on whom the ownership of a share devolves as personal representative or trustee in bankruptcy of a member) shall not, unless and until they become members of the Company, be entitled to receive notices of meetings of the Company.

Names, Addresses and Descriptions of Subscribers.

John Davies

JOHN DAVIES

1. CRAVEN WALK

PENARTH. GLAM.

COMPANY DIRECTOR

Anthony William Parke Gribble

ANTHONY WILLIAM PARKE GRIBBLE,

63A WESTBOURNE ROAD.

PENARTH, GLAM.

SOLICITOR

DATED this 19th day of September, 1966.

WITNESS to the above Signatures :-

G.B.M. Williams

30 Heol Wen

Rhinebina

Cardiff

SOLICITOR

DUPLICATE FOR THE FILE.

No. 889284



Certificate of Incorporation

I Hereby Certify that

CASTLE DAIRIES (CAERPHILLY) LIMITED

is this day incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this SEVENTH DAY OF OCTOBER
ONE THOUSAND NINE HUNDRED AND SIXTY SIX.

L.S. Whitfield

Assistant Registrar of Companies.

Certificate
received by

A. J. Matthews

Date

7/10/66

Number of
Company

889284.

18
CCD 2200
INT. £0.45
THE STAMP ACT 1891

Company Limited by Shares

**STATEMENT OF INCREASE OF THE NOMINAL
CAPITAL**

OF

CASTLE DAIRIES

(CAERPHILLY)

LIMITED

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of
the Finance Act 1899, by Section 39 of the Finance Act 1920, and
Section 41 of the Finance Act 1933.

*NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for
every £100 or fraction of £100.*

This Statement is to be filed with the Notice of Increase which must be filed
pursuant to Section 63 (1) of the Companies Act 1948. If not so filed within
15 days after the passing of the Resolution by which the Capital is increased
interest on the duty at the rate of 5 per cent per annum from the date of the
passing of the Resolution is also payable. (Section 5 of the Revenue Act 1903.)

Presented by

WHP.
Presenter's Reference.....

.....W.H. Paramore.....

Castle Dairies(Caerphilly) Ltd.,

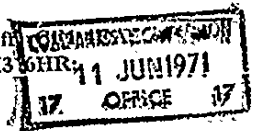
Pontygwindy Estate,

Caerphilly.

Form No. 26a

The Solicitors' Law Stationery Society, Limited.
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1;
15 Manover Street W1R 9HG; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff
19 & 21 North John Street, Liverpool L2 5RF; 28-30 John Dalton Street, Manchester M3 6HR;
14-22 Renfrew Court, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS
Companies 6b



THE NOMINAL CAPITAL

OF

.....CASTLE DAIRIES.....
(CAERPHILLY)..... Limited

has by a Resolution of the Company dated25th May, 1971.....
 19 71..... been increased by the addition thereto of the sum of
 £ 40,000 ----0----, divided into:—

Four Hundred Thousand ----- Shares of Ten New Pence (2/-) each
 Shares of..... each
 beyond the registered Capital of Ten Thousand Pounds.....

Signature.....

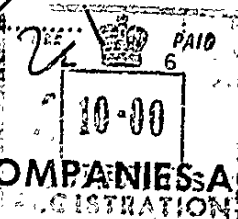
M. P. Jones

..... Secretary.
 (State whether Director or Secretary).....

Dated the Ninth..... day of June..... 19 71

Note—This margin is reserved for binding and must not be written across

889284



CRF L10-00

Notice of increase in nominal capital

Pursuant to Section 63 of the Companies Act 1948

To the Registrar of Companies

Name of Company CASTLE DAIRIES (CAERPHILLY) LTD Limited*

hereby gives you notice that by ordinary/extraordinary/special** resolution of the company dated the
25TH MAY.....1971....., the nominal capital of the company has been increased by the
 addition thereto of a sum of £ 40,000..... beyond the registered capital of £ 10,000

The additional capital is divided as follows:-

Number of shares

Class of share

Nominal amount of each share

400,000

ORDINARY

10p. (2/-)

The conditions (e.g. voting rights, dividend rights, winding up rights, etc.) subject to which the new shares have been or are to be issued are as follows:- *AS PER ARTICLES & COPY RESOLUTION*
(If any of the shares are preference shares state whether they are redeemable or not) *ENCLOSED*

Signed *W. H. Damsky*

State whether 3

Director or Secretary *Company Secretary*

Date 21st June 1971 0

NOTES

The Notice and a copy of the resolution authorising the increase must be forwarded to the Registrar of Companies within 15 days after the passing of the resolution.

Registration fees payable on an increase of share capital

No additional registration fees are payable if the new total of nominal capital does not exceed £2000. Any increase in the nominal capital which brings the total above this figure of £2000 attracts an additional fee as follows:-

£1 for every	£1,000 or part	£1,000 from £	2,001 - £	5,000
5/- " "	£1,000 " "	£1,000 from £	5,001 -	£100,000
1/- " "	£1,000 " "	£1,000 from	£100,001 -	£525,000

No fee is payable for increases beyond £525,000

* Delete "Limited" if not applicable

**** Delete as necessary**

Presented by:

W. H. Francis
14 Brendall Crescent
Lyntwell, Cardiff

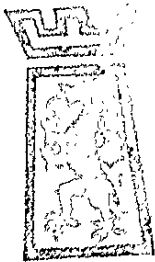
Presenter's reference:

WHD /



Form No. 10

889284



Castle Dairies

Castle Dairies (Caerphilly) Limited
Pontygwindy
Caerphilly CF8 3HU
Glamorgan

telephone Caerphilly 3981/2
telegraphic address "Caercheez Caerphilly"

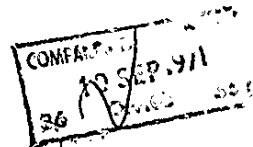
Certified Extracts of Resolutions passed the the Fourth Annual General Meeting
of Castle Dairies (Caerphilly) Limited, held at Pontygwindy Estatem Caerphilly,
Tuesday, 25th May, 1971.

15. It was resolved that the Nominal Share Capital of the Company be increased to £50,000 (Fifty Thousand Pounds) divided into 500,000 ordinary shares of 10p. (Ten New Pence) each.
16. It was resolved that the sum of £20,000 being made up of part of the balance now standing to the credit of the profit and loss account, and part of the balance now standing to the credit of reserves, be capitalised, and accordingly, that such sum be set free for distribution amongst the holders of the 100,000 issued shares of 2/- (10p) each in the capital of the company registered as such at the time of the passing of this resolution in the proportion of £1 for each such five shares then held, being the proportion in which they would have been entitled thereto if the same had been distributed by way of Dividend, on condition that the same be not paid in cash, but that the Directors be and they are hereby authorised and directed to apply such sum in paying up in full at par the 200,000 shares of 2/- (10p) each in the capital of the company on behalf of the said holders of the said 100,000 issued shares to be allocated and distributed, credited as fully paid up to and amongst such holders in the proportion of two new shares for every one share now held, and so that such shares shall rank for all dividends declared after the allotment thereof in respect of the company's current Financial Year on the shares in the Capital of the Company as if such shares had been in issue and fully paid throughout the whole of such Financial Year,

I hereby certify that the above resolutions were passed at the Annual General Meeting held on Tuesday, 25th May, 1971.

W.H. Paramore

W.H. Paramore.
Secretary.



Directors: THE RT. HON. LORD MACPHERSON J.P. A.H. PEATY H.W.E. JOHNSON I.R. BATEMAN J.E. LLOYD

COMPANY LIMITED BY SHARES

MEMORANDUM

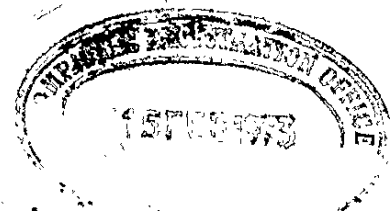
AND

ARTICLES OF ASSOCIATION

OF

CASTLE DAIRIES (CAERPHILLY) LIMITED

Incorporated the 7th day of October 1966



No. 889284



Certificate of Incorporation

I Hereby Certify that CASTLE DAIRIES (CAERPHILLY) LIMITED is this day incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this Seventh day of October One Thousand Nine Hundred and Sixty-Six.

L. S. WHITFIELD

Assistant Registrar of Companies.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Memorandum of Association
OF
Castle Dairies (Caerphilly) Limited.

1. The name of the Company is CASTLE DAIRIES (CAERPHILLY) LIMITED.

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are :-

(A) (1) To carry on business as Manufacturers, Processers, Packers, Importers and Exporters of, and Factors, Brokers, Agents and dealers in Milk, Condensed Milk, Milk Powder, Dried Milk, Ice-Cream Powder, Yoghourt, Cream, Butter, Margarine, Lard, Bacon, Cheese, Eggs, Poultry, Meat, Honey, Vegetables, Fruit, Groceries, Eatables and Provisions of all kinds, both wholesale and retail.

(2) To carry on business as Cow Keepers, Dairymen, Farmers and Market Gardeners in all their respective branches.

(3) To carry on business as Grocers, Green-grocers, Provision Dealers, Butchers and General Store-Keepers, both wholesale and retail.

INDISTINCT ORIGINAL

(2)

- (B) To carry on any other trade or business whatsoever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (C) To purchase, take on lease or by other means acquire any freehold, leasehold or other property for any estate or interest whatever and any rights, privileges or easements over or in respect of any property and any buildings, workrooms, shops, warehouses, factories, mills, works, machinery, engines, motors, rolling stock, plant, live and dead stock or things and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with or may enhance the value of any other property of the Company.
- (D) To purchase or by other means acquire and protect, prolong, extend and renew whether in the United Kingdom or elsewhere any copyrights, patents, patent rights, trade marks, designs, rights of production, rights of publication and other rights, brevets d'invention and licences which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (E) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, shops, factories, offices, works, machinery, engines and to clear sites for the same or to join with any person, firm or company in doing any of the things aforesaid and to work, manage and control the same or join with others in so doing.
- (F) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on

or proposing to carry on any of the businesses which this Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate with or enter into any arrangement for sharing profits or for co-operation or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any shares, debentures or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.

- (G) To promote any other company or companies for the purpose of its or their acquiring all or any of the property and rights and undertaking any of the liabilities of this Company or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of the property or business of this Company and to pay all the expenses of or incidental to such promotion.
- (H) To manufacture, sell, treat and deal in all kinds of commodities, substances, materials, articles and things necessary or useful for carrying on any of the businesses of the Company or in or for any of the operations of the Company.
- (I) To sell or otherwise dispose of the whole or any part of the undertaking of the Company either together or in portions for such consideration as the Company may think fit and in particular for shares, debentures or securities of any company purchasing the same.
- (J) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (K) To lend money to persons or companies on such terms as may seem expedient and in

(4)

particular to customers and others having dealings with the Company and to act as surety for and guarantee the performance of contracts by any persons or companies.

- (L) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and to secure the repayment of any money borrowed or raised by mortgage, charge or lien upon the undertaking and the whole or any part of the Company's property or assets whether present or future including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
- (M) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- (N) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- (O) To subscribe for, take, purchase or otherwise acquire and hold any shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (P) To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (Q) To remunerate any person, firm or company rendering service to the Company whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.

(5)

- (R) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company and the issue of its capital including brokerage and commission for obtaining application for or taking, placing or underwriting shares, debentures or debenture stock.
- (S) To enter into any arrangement with any government or authority supreme, municipal, local or otherwise and to obtain from any such government or authority any rights, concessions or privileges that may seem conducive to the attainment of the Company's objects or any of them.
- (T) To establish and support or aid in the establishment and support of clubs, associations, funds, trusts and conveniences, calculated to benefit existing or former employees, Officers or Directors of the Company or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and generally to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.
- (U) To distribute among the Members of the Company in kind any of the property of the Company and in particular any shares, debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (V) To carry out all or any of the foregoing objects as Principals or Agents or in partnership, co-operation or conjunction with any other person, firm, association or company and in any part of the world, and to procure the Company to be registered or recognised in any country or place.
- (W) To do all such other things as may be incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each of the preceding sub-clauses shall be construed

independently of and shall be in no way limited by reference to any other sub-clause and that the objects set out in each sub-clause are independent objects of the Company.

4. The liability of the members is limited.

5. The Share Capital of the Company is £50,000 divided into 500,000 Shares of ten new pence each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber. (In Words)
<p>John Davies. 1, Craven Walk, Penarth, Glam.</p> <p>Company Director.</p>	<p>One.</p>
<p>Anthony William Parke Gribble. .63A Westbourne Road, Penarth, Glam.</p> <p>Solicitor.</p>	<p>One.</p>

DATED this 19th day of September, 1966.

WITNESS to the above Signatures :-

G.B.M. Williams.
30 Heol Wen,
Rhiwbina,
Cardiff.
Solicitor.

THE COMPANIES ACT, 1948

COMPANY LIMITED BY SHARES

Articles of Association
OF
Castle Dairies (Caerphilly) Limited.

PRELIMINARY

1. The Company shall be a Private Company within the meaning of the Companies Act, 1948, and the Regulations contained in Part I and Part II of Table A in the First Schedule to the Act (hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby. The Clauses of Part I of Table A numbered 3, 24, 40 to 43 inclusive, 53, 75, 84(2), 88, 95, 99, 100, 106 and 118 shall not apply to the Company and in lieu thereof and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

SHARES

2. The Share Capital of the Company is £50,000 divided into 500,000 Shares of ten new pence each.

3. Subject to the provisions of Section 58 of the Act, any Preference Shares may, with the sanction of a special resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

4. Subject to the provisions of any agreement binding on the Company, and in case of shares other than those constituting the original capital of the Company subject to any directions contained in the resolution of the Company creating the

same, the shares of the Company, whether forming part of the original capital of the Company or subsequently created, shall be under the control of the Directors who may allot and dispose of or grant options over them to such person and on such terms as the Directors think fit.

5. The lien conferred by Clause 11 of Part I of Table A shall extend to fully paid Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders.

TRANSFER OF SHARES

6. (A) Save as otherwise hereinafter provided no member (hereinafter called "the retiring member") shall be entitled to transfer any shares whether by way of sale or otherwise, without first causing the same to be offered to the other members of the Company at the fair value in accordance with the provisions of this Clause.

(B) In order to ascertain whether any other members of the Company are willing to purchase the shares at the fair value, the retiring member shall give a notice in writing (hereinafter referred to as a "sale notice") to the Company that he desires to sell the same. Every sale notice shall specify the denoting numbers (if any) of the shares which the retiring member desires to sell, and shall constitute the Company the agent of the retiring member for the sale of such shares to the other members of the Company at the fair value. No sale notice shall be withdrawn except with the sanction of the Directors.

(C) The Directors shall, with a view to finding members willing to purchase the shares (hereinafter referred to as "purchasing members"), offer the shares comprised in a sale notice to the persons then holding the remaining shares in the Company as nearly as may be in proportion to their holdings of shares in the Company, and shall limit a time within which such offer, if not accepted, will be deemed to be declined; and the Directors shall make such arrangements as they shall think just and reasonable as regards the finding of purchasing members for any shares not accepted by members to whom they shall in the first instance have been so offered as aforesaid.

(D) If the Company shall within twenty-eight days after service of a sale notice find purchasing members in respect of all or any of the shares comprised therein it shall give notice thereof to the retiring member and the retiring member shall be bound upon payment of the fair value to transfer the shares to such purchasing members, who shall be bound to complete the purchase within seven days from the service of such last-mentioned notice.

(E) The fair value shall be fixed by the Auditors for the time being of the Company and the sum so fixed shall, for the purposes of this Clause, be deemed to be the fair value of any share comprised in such notice.

(F) In the event of the retiring member failing to carry out the sale of any shares which he shall have become bound to transfer as aforesaid, the Directors may authorise some person to execute a transfer of the shares to the purchasing members and may give a good receipt for the purchase price of such shares, and may register the purchasing members as holders thereof and issue to them certificates for the same, and thereupon the purchasing members shall become indefeasibly entitled thereto. The retiring member shall in such case be bound to deliver up his certificate for the said shares, and on such delivery shall be entitled to receive the said purchase price, without interest, and if such certificate shall comprise any shares which he has not become bound to transfer as aforesaid the Company shall issue to him a balance certificate for such shares.

(G) If the Directors shall not, within the space of twenty eight days after service of a sale notice, find purchasing members for all of the shares comprised therein, or if, through no default of the retiring member, the purchase of any shares shall not be completed within twenty one days after the service on the retiring member of the notice provided for by sub-clause (D) hereof, the retiring member shall, at any time, within six months after the expiry of the said twenty eight days or the service on him of the said notice as the case may be, be at liberty, subject to the provisions of Clause 3 of Part II of Table A, to transfer to any person as he may wish (and, in the case of a sale, at any price) the shares in respect of which no purchasing member was found or in respect of which the sale was not completed as aforesaid.

(H) The provisions of Clause 3 of Part II of Table A shall not apply to any transfer to a purchasing member in accordance with the provisions of this Clause.

(I) The provisions of this Clause shall apply mutatis mutandis to any person becoming entitled to a share in consequence of the death or bankruptcy of a member and who wishes either to transfer such share or himself to be registered in respect thereof.

(J) Notwithstanding anything hereinbefore contained in this Clause a share may be transferred (subject to the provisions of Clause 3 of Part II of Table A) to the spouse or lineal descendant or brother or sister of a member or deceased or bankrupt member without first being offered to the other members of the Company in accordance with the provisions of this Clause.

BORROWING POWERS

7. The Directors may exercise all the powers conferred upon them by Clause 79 of Part I of Table A without any limit on the amount for the time being remaining undischarged of moneys so borrowed or secured and the proviso limiting such amount contained in that Clause shall not apply.

NOTICES OF MEETINGS

8. In any notice calling a meeting of the Company or of any class of members of the Company there shall appear with reasonable prominence the statement with regard to proxies required by Section 136(2) of the Act.

PROCEEDINGS AT GENERAL MEETINGS

9. A poll may be demanded by one or more Members present in person or by proxy and having the right to vote at the meeting and paragraphs (b) (c) and (d) of Clause 58 of Part I of Table A shall be modified accordingly.

DIRECTORS

10. Until otherwise determined by the Company in General Meeting the number of Directors (excluding alternate Directors) may be any number not less than two.

11. The Rt. Hon. Lord Macpherson John Davies, Herbert William Edward Johnson and Arthur Harry Peaty shall be the first Directors of the Company and shall be permanent Directors of the Company and shall be entitled to hold such office as long as they shall live, subject to Clause 14 hereof and to Clause 96 of Part I of Table A, and shall not be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors.

12. No person shall be disqualified from being or becoming a director of the Company by reason of his attaining or having attained the age of 70 years or any other age.

13. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Subject to Clause 14 hereof and to Clause 96 of Part I of Table A a Director may be appointed under this Clause to hold office for life or any other period or upon such terms as to the rotation of his retirement as the Directors shall at the time of his appointment determine. A Director appointed to hold office for life or any other fixed period shall not during that period be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors.

DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated :-

- (A) If he becomes bankrupt or insolvent or compounds with his creditors;
- (B) If he becomes of unsound mind or is found a lunatic;
- (C) If he ceases to hold any necessary Share qualification or does not obtain the same within one calendar month from the date of his appointment;
- (D) If he becomes prohibited from being a Director by reason of any order made under Section 188 of the Act;
- (E) If he resigns his office by notice in writing to the Company.

15. Provided that a Director declares his interest in a contract or arrangement or proposed contract or arrangement with the Company in manner provided by Section 199 of the Act he shall be counted in the quorum at any meeting of Directors at which the same is considered and shall be entitled to vote as a Director in respect thereof.

PROCEEDINGS OF DIRECTORS

16. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and until so fixed, shall, except when one Director only is in office be two. When one Director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the Company as by the regulations of the Company are conferred on the Board of Directors.

17. A resolution determined on without any Meeting of Directors and evidenced by writing under the hands of all the Directors or a sole Director shall be as valid and effectual for all purposes as a resolution of the Directors passed at a Meeting duly convened, held and constituted.

ALTERNATE DIRECTORS

18. A Director other than a sole Director who for any reason considers that he is unlikely to be able to attend meetings of the Board of Directors may, with the approval of the other Directors, by writing appoint any person to be an alternate Director in his place for a period not exceeding six months on any one occasion. The person so appointed shall not be required to hold any qualification share and shall be entitled to receive notices of and to attend and vote at meetings of the Board and shall automatically vacate his office on the expiration of the term for or the happening of the event until which he is by the terms of his appointment to hold office or if the appointor in writing revokes the appointment or himself ceases for any reason to hold office as a Director. An appointment of an alternate Director under this Clause shall not prejudice the right of the appointor to receive notices of and to attend and vote at meetings of the Board and the powers of the alternate Director shall automatically be suspended during such time as the Director appointing him is himself present in person at a meeting of the Board.

DIVIDENDS

19. Subject to any special rights attaching to any class of shares, dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall for this purpose be treated as paid on the share.

NOTICES

20. The persons mentioned in paragraph (b) of Clause 134 of Part I of Table A (being the persons on whom the ownership of a share devolves as personal representative or trustee in bankruptcy of a member) shall not, unless and until they become members of the Company, be entitled to receive notices of meetings of the Company.

Names, Addresses and Descriptions of Subscribers.

John Davies.
1, Craven Walk,
Penarth,
Glam.

Company Director.

Anthony William Parke Gribble,
63A Westbourne Road,
Penarth,
Glam.

Solicitor.

DATED this 19th day of September, 1966.

WITNESS to the above Signatures :-

G.B.M. Williams.
30 Heol Wen,
Rhiwbina,
Cardiff.

Solicitor.

THE COMPANIES ACTS 1948 TO 1967
COMPANY LIMITED BY SHARES

[COPY]

ordinary resolution(s)

of
..... **Castle Dairies (Caerphilly)** **Limited**

Passed the **25th** day of **September** **1974**
Annual

At an ~~Extraordinary~~ General Meeting of the above-named Company, duly convened

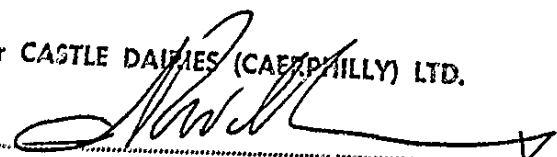
and held at **The Pontygwindy Estate**
Caerphilly, Glamorgan.

on the **25th** day of **September** **1974**

the following **ORDINARY RESOLUTION(S)** was/~~were~~ duly passed:—

That the Authorised Share Capital be increased
to £100,000 by the creation of 500,000 additional
shares of £0.10 each.

For CASTLE DAIRIES (CAERPHILLY) LTD.


.....
Secretary/Accountant

NOTES:

- (1) This copy Resolution should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

Jordan & Sons Limited
International Law Agents, Consultants and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE
Telephone 01-253 3030 Telex 261010

889 284

35

number of company

form No. 10

no filing fee payable

THE COMPANIES ACTS 1948 TO 1967

Notice of

increase in nominal capital

pursuant to section 63 of the Companies Act 1948

name of company

CASTLE DAIRIES (CAERPHILLY)

Limited

Jordan & Sons Limited

International Law Agents, Consultants and Publishers

Jordan House, 47 Brunswick Place, London N1 6EE

Telephone 01-253 3030 Telex 261010

Presented by

Presenter's Reference

NTW

To the Registrar of Companies

CASTLE DAIRIES (CAERPHILLY) Limited

hereby gives you notice pursuant to Section 63 of the Companies Act 1948 that, by (1) ORDINARY Resolution of the Company dated 25th September 1974, the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 50,000 beyond the registered Capital of £50,000

The additional Capital is divided as follows:—

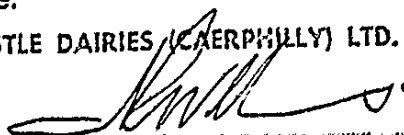
Number of Shares	Class of Share	Nominal Amount of each Share
500,000	ordinary	ten pence each

The conditions (e.g., voting rights, dividend rights, winding up rights, etc.), subject to which the new Shares have been, or are to be, issued, are as follows:—

The shares shall rank for all dividends declared after the allotment thereof in respect of the Company's current financial year on the shares in the capital of the Company as if such shares had been in issue and fully paid throughout the whole of such financial year.

none of the new Shares are Preference Shares, and are (2) [not] redeemable.

For CASTLE DAIRIES (CAERPHILLY) LTD.



Secretary/Accountant

(Signature)

(State whether Director or Secretary)

Dated 27.9. 1974

(1) " Ordinary," " ~~Extraordinary~~ " or " ~~Special~~ "

(2) Delete as appropriate

22/4

889 284 / 40 number of company
form No. 28
no filing fee payable

THE COMPANIES ACTS 1948 TO 1967

Notice of

**consolidation, division, sub-division, or conversion
into stock of shares**, specifying the shares so consolidated,
divided, sub-divided or converted into stock,

or of the
re-conversion into shares of stock, specifying the
stock so re-converted

or of the
redemption of redeemable preference shares

or of the
cancellation of shares
(otherwise than in connection with a reduction of share capital
under section 66 of the Companies Act 1948)

pursuant to section 62 of the Companies Act 1948

name of company

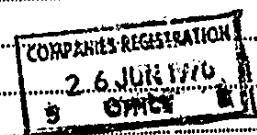
CASTLE DAIRIES (CAERPHILLY)
Limited

Jordan & Sons Limited
International Law Agents, Consultants & Publishers
Wilec House City Road London EC1Y 2BX
Telephone: 01-253 6214 Telex No. 261010



Presented by NIGEL WILLIAMS

Presenter's reference NTW



To the Registrar of Companies

CASTLE DAIRIES (CAERPHILLY)

Limited

HEREBY GIVES YOU NOTICE

in accordance with Section 62 of the Companies Act 1948, that*

That the 1,500,000 shares of 10p in the capital of the Company be consolidated and divided into 150,000 shares of £1 each numbered 1 - 150,001.

That the aggregate of the fraction of a share of £1 arising on such consolidation be sold and that the net proceeds thereof be distributed pro-rata to the members entitled thereto.

Signature



(State whether Director or Secretary)

SECRETARY

Dated 24th June 1976

*e.g. In the case of Consolidation and Division "the 1,000 Preference Shares of £10 each of this Company numbered 1 to 1,000 have been consolidated and divided into 500 Preference Shares of £20 each, numbered 1 to 500." In the case of Conversion Into Stock "the 10,000 Ordinary Shares of £5 each of this Company numbered 1 to 10,000 have been converted into £50,000 Ordinary Stock." In the case of Re-conversion Into Shares "the £50,000 Ordinary Stock of this Company has been re-converted into 10,000 Ordinary Shares of £5 each numbered 1 to 10,000." In the case of Sub-division "each of the 5,000 Ordinary Shares of £5 each has been divided into 5 Shares of £1 each." In the case of Redemption "500 of the Redeemable Preference Shares of £1 each of this Company numbered 1 to 500 have been redeemed." In the case of Cancellation "2,500 of the Ordinary Shares of the Company which have not been taken or agreed to be taken have been cancelled."

NOTE: The examples set out above will require amendment when distinctive numbers of shares are not used

THE COMPANIES ACTS 1948 TO 1967
COMPANY LIMITED BY SHARES

[COPY]

ordinary resolution(s)

of.....

CASTLE DAIRIES (CAERPHILLY) Limited

Passed the 18th day of June 1976

At an Extraordinary General Meeting of the above-named Company, duly convened

and held at 69/85 OLD STREET,

LONDON. EC1V 9JD.

on the 18th day of June 1976

the following ORDINARY RESOLUTION(S) was/were duly passed:—

That the authorised share capital be increased to
£250,000 by the creation of 1,500,000 additional
shares of 10p each.


NIGEL WILLIAMS

COMPANY SECRETARY 24th June, 1976.

NOTES:

- (1) This copy Resolution should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd, for that purpose.

Jordan & Sons Limited

International Law Agents, Consultants and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE
Telephone 01-253 3030 Telex 261010



889 284

number of company

form No. 10

no filing fee payable

THE COMPANIES ACTS 1948 TO 1967

Notice of

increase in nominal capital

pursuant to section 63 of the Companies Act 1948

name of company

CASTLE DAIRIES (CAERPHILLY)

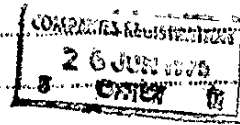
Limited

Jordan & Sons Limited

International Law Agents, Consultants and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE
Telephone 01-253 3030 Telex 261010

Presented by **NIGEL WILLIAMS**

(COMPANY SECRETARY)



Presenter's Reference **NTW**

To the Registrar of Companies

CASTLE DAIRIES (CAERPHILLY) Limited

hereby gives you notice pursuant to Section 63 of the Companies Act 1948 that, by (1) ORDINARY Resolution of the Company dated 18th June 1976, the nominal Capital of the Company has been increased by the addition thereto of the sum of £150,000 beyond the registered Capital of £100,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal Amount of each Share
1,500,000	ORDINARY	10 PENCE EACH

The conditions (e.g., voting rights, dividend rights, winding up rights, etc.), subject to which the new Shares have been, or are to be, issued, are as follows:—

The Shares shall rank for all dividends declared after the allotment thereof in respect of the Company's current financial year on the capital of the Company as if such shares had been in issue and fully paid throughout the whole of such financial year.

NONE of the new Shares are Preference Shares, and are (2) [not] redeemable.



(Signature)

SECRETARY (State whether Director or Secretary)

Dated 24th June 1976

(1) "Ordinary," "Extraordinary" or "Special"

(2) Delete as appropriate.

THE COMPANIES ACTS 1948 TO 1967
COMPANY LIMITED BY SHARES

[COPY]

ordinary resolution(s)of **CASTLE DAIRIES (CAERPHILLY)**

Limited

Passed the **16th** day of **August** 19**77**At an Extraordinary General Meeting of the above-named Company, duly convened
and held at **CAERPHILLY**on the **16th** day of **August** 19**77**

the following ORDINARY RESOLUTION(S) was/were duly passed:—

That the sum of £100,000 standing to the credit of the Companies Profit and Loss Account be capitalized into 100,000 bonus shares to the value of £1 each. Distributed amongst the holders of 150,000 shares of £1 each in the ratio of 10 shares for every 15 shares now held.


G. Walker.

NOTES:

- (1) This copy Resolution should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

Jordan & Sons Limited
International Law Agents, Consultants and Publishers
Jordan House, 47 Brunst. Jck Place, London N1 6EE
Telephone 01-253 3030 Telex 261010



THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

[COPY]

ordinary resolution(s)

of

CASTLE DAIRIES (CAERFFILLY)

Limited

Passed the seventh day of March 1980At an ~~Extraordinary~~ ^{Annual} General Meeting of the above-named Company, duly convened and held at 69/85 Old Street, Londonon the seventh day of March 1980

the following ORDINARY RESOLUTION(S) was/were duly passed:—

1. That the Authorised Share Capital of the Company be increased to £500,000 by the creation of 250,000 additional ordinary shares of £1 each.
2. That pursuant to regulation 128 of Table A in the first Schedule to the Companies Act 1948, which is applicable to the Company, the sum of £250,000 being part of the sum now standing to the credit of the Company's Profit and Loss Account be capitalised and accordingly that such sum be set free for distribution amongst the holders of the 250,000 issued shares of £1 each in the capital of the Company registered as such on 31st March 1980 in the proportion of one share for each share then held, being the proportion in which they would have been entitled thereto if the same had been distributed by way of dividend, on condition that the same be not paid in cash but that the Directors be and are hereby authorised and directed to apply such sum in paying up in full at par 250,000 issued shares of £1 each in the capital of the Company on behalf of the said holders of the said 250,000 issued shares to be allotted and distributed, credited as fully paid up to and amongst such holders in the proportion of one new share for every share then held and so that the shares shall rank for all dividends declared after the allotment thereof in respect of the Company's current financial year on the shares in the capital of the Company as if such shares had been in issue and fully paid throughout the whole of such financial year.

NOTES:

- (1) This copy Resolution should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

Jordan & Sons Limited
 International Law Agents, Consultants and Publishers
 Jordan House, 47 Brunswick Place, London N1 6EE
 Telephone 01-253 3030 Telex 261010

SECRETARY

SECRETARY/ACCOUNTANT



889284

63

number of company
form No. 10
no filing fee payable

THE COMPANIES ACTS 1948 TO 1967

Notice of
increase in nominal capital
pursuant to section 63 of the Companies Act 1948

name of company

CASTLE DAIRIES (CAERPHILLY) Limited

Jordan & Sons Limited
International Law Agents, Consultants and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE
Telephone 01-253 3030 Telex 261010

Presented by **A.K. Palmer, B.A., 21 Bryn Glas, Bedwas**



Presenter's Reference



To the Registrar of Companies

CASTLE DAIRIES (CAERPHILLY) Limited

hereby gives you notice pursuant to Section 63 of the Companies Act 1948 that, by (1) ordinary Resolution of the Company dated 7th March 1980, the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 250,000 beyond the registered Capital of £ 250,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal Amount of each Share
250,000	Ordinary	£1

The conditions (e.g., voting rights, dividend rights, winding up rights, etc.), subject to which the new Shares have been, or are to be, issued, are as follows:—

The shares shall rank for all dividends declared after the allotment thereof in respect of the Company's current financial year on the shares in the capital of the Company as if such shares had been in issue and fully paid throughout the whole of such financial year.

none of the new Shares are Preference Shares, and are (2) [not] redeemable.

For CASTLE DAIRIES (CAERPHILLY) LTD.

Alan P. Jones (Signature)

Secretary/Accountant (State whether Director or Secretary)

Dated 6th June 1980

(1) " Ordinary," " Extraordinary " or " Special "

(2) Delete as appropriate.

284 284 167

Touche Ross & Co.
Chartered Accountants

RMHR/MM/317

25th September 1980

The Chairman and Directors,
Castle Dairies (Caerphilly) Ltd.,
Pontygwindy Estate,
CAERPHILLY, Glam.
CF83 9PP

Gentlemen,

In accordance with your request, we are writing agreeing
to rejoin your Office as Auditors of the Company with immediate
effect.

We are required, under Section 16 of the Companies Act
1976, to state that there are no circumstances connected with our
resignation which we consider should be brought to the notice of
the Members or Creditors of the Company for our resignation to be
effective and can confirm that there are no matters of this
nature in this case.

Yours faithfully,



Balke 100 St. James Street Cardiff CF1 1QS - Telex 498473 TRCARD G - Telephone 0222-339000

EXECUTIVE OFFICE - 100 St. James Street Cardiff CF1 1QS - Telex 498473 TRCARD G - Telephone 0222-339000
LONDON - 100 St. James Street Cardiff CF1 1QS - Telex 498473 TRCARD G - Telephone 0222-339000
BIRMINGHAM - 100 St. James Street Cardiff CF1 1QS - Telex 498473 TRCARD G - Telephone 0222-339000
EDINBURGH - 100 St. James Street Cardiff CF1 1QS - Telex 498473 TRCARD G - Telephone 0222-339000
GLASGOW - 100 St. James Street Cardiff CF1 1QS - Telex 498473 TRCARD G - Telephone 0222-339000
NEWCASTLE - 100 St. James Street Cardiff CF1 1QS - Telex 498473 TRCARD G - Telephone 0222-339000
SHEFFIELD - 100 St. James Street Cardiff CF1 1QS - Telex 498473 TRCARD G - Telephone 0222-339000
SWANSEA - 100 St. James Street Cardiff CF1 1QS - Telex 498473 TRCARD G - Telephone 0222-339000

Associated Firms - South, South and Central America, Europe, Mediterranean, East, Australia, New Zealand, Africa, Bahamas, Caribbean and Canada

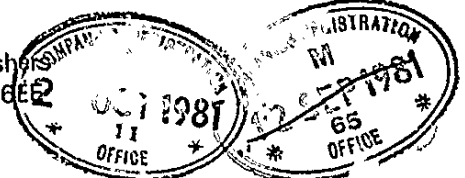
THE COMPANIES ACTS 1948 TO 1967
COMPANY LIMITED BY SHARES

[COPY]

ordinary resolution(s)of CASTLE DAIRIES (CAERPHILLY) LimitedPassed the fifth day of August 1981At an Extraordinary General Meeting of the above-named Company, duly convened
and held at Castle Dairies (Caerphilly) Limited, Pontygwindy
Industrial Estate, Caerphilly.on the fifth day of August 1981the following ORDINARY RESOLUTION(S) ~~was~~ were duly passed:—~~as overleaf~~ as overleafAlan Palmer secretary. ✓

NOTES:

- (1) This copy Resolution should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under his name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

Jordan & Sons LimitedInternational Law Agents, Consultants and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE
Telephone 01-253 3030 Telex 261010

1. "That the authorised share capital of the company be increased to £700,000 by the creation of 200,000 additional ordinary shares of £1 each."
2. "That pursuant to section 14 of the Companies Act 1980 which is applicable to the Company, the Directors be and are hereby authorised to allot relevant securities not exceeding a maximum of 200,000 ordinary shares of £1 each."
3. "That pursuant to Regulation 128 of Table A in the first Schedule to the Companies Act 1948, which is applicable to the Company, the sum of £200,000 being part of the sum now standing to the credit of the Company's Profit and Loss Account be capitalised and accordingly that such sum be set free for distribution amongst the holders of the 500,000 issued shares of £1 each in the capital of the company registered as such on 31st October 1980 in the proportion of two shares for every five shares then held, being the proportion in which they would have been entitled thereto if the same had been distributed by way of a dividend, on condition that the same be not paid in cash but that the Directors be and are hereby authorised and directed to apply such sum in paying up in full at par 200,000 issued shares of £1 each in the capital of the company on behalf of the said holders of the said 200,000 issued shares to be allotted and distributed, credited as fully paid up to and amongst such holders in the proportion of two shares for every five shares held on 31st October 1980 and so that the shares shall rank for all dividends declared after the allotment thereof in respect of the Company's current financial year on the shares in the capital of the company as if such shares had been in issue and fully paid throughout the whole of such financial year."

889284

171

number of company

form No. 10

no filing fee payable

THE COMPANIES ACTS 1948 TO 1967

Notice of

increase in nominal capital

pursuant to section 63 of the Companies Act 1948

name of company

CASTLE DAIRIES (CAERPHILLY) Limited



Jordan & Sons Limited

International Law Agents, Consultants and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE
Telephone 01-253 3030 Telex 261010



Presented by A.K. Palmer, B.A., 21 Bryn Glas, Bedwas.

Presenter's Reference

To the Registrar of Companies

.....CASTLE DAIRIES (CAERPHILLY)..... Limited

hereby gives you notice pursuant to Section 63 of the Companies Act 1948 that, by (1) Ordinary Resolution of the Company dated 5th August 1981, the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 200,000 beyond the registered Capital of £ 500,000.

The additional Capital is divided as follows :—

Number of Shares	Class of Share	Nominal Amount of each Share
200,000	Ordinary	£1

The conditions (*e.g.*, voting rights, dividend rights, winding up rights, etc.), subject to which the new Shares have been, or are to be, issued, are as follows:—

The shares shall rank for all dividends declared after the allotment thereof in respect of the Company's current financial year on the shares in the capital of the Company as if such shares had been in issue and fully paid throughout the whole of such financial year.

~~.....none.....~~ of the new Shares are Preference Shares, and are (2) [not] redeemable.

Alan Palmer (Signature)

..... (Signature)
 (State whether Director or Secretary)

Dated..... 7th Sept 1981

(1) " Ordinary," " Extraordinary " or " Special "

(2) Delete as appropriate.

THE COMPANIES ACTS 1948 TO 1967

COMPANY LIMITED BY SHARES

[COPY]

ordinary resolution(s)

of

CASTLE DAIRIES (CAERPHILLY) LIMITED.

Limited--

Passed the 26th day of April 1984

Annual

At an Extraordinary General Meeting of the above-named Company, duly convened

and held at 69-85 Old Street, London, EC1V 9JD

on the 26th day of April, 1984

the following ORDINARY RESOLUTION(S) was/were duly passed:—

That the capital of the company be increased from £700,000 to £1,000,000 by the creation of 300,000 shares of £1.00 each to rank pari passu in all respects with the existing shares in the capital of the company.

That the directors be and are hereby generally and unconditionally authorised pursuant to section 14 of the Companies Act 1980 to exercise any power of the company to allot and grant rights to subscribe for or to convert securities into shares of the company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the company before the expiry of this authority.

Pursuant to Regulation 128 of Table A in the first Schedule to the Companies Act 1948, which is applicable to the Company, the sum of £150,000 being part of the sum now standing to the credit of the Company's Profit and Loss Account be capitalised and accordingly that such sum be set free for distribution amongst the holders of the 700,000 issued shares of £1 each in the capital of the company registered as such on 31st October 1983 in the proportion of fifteen shares for every seventy shares then held, being the

continued.....

NOTES:

- (1) This copy Resolution should be signed by the Chairman of the Meeting OR by a Director OR by the Secretary of the Company whose position should be stated under a name.
- (2) This copy Resolution is required to be filed with the registrar of companies within 15 DAYS after it has been passed and can be sent to Jordan & Sons Ltd. for that purpose.

Jordan & Sons Limited

International Law Agents, Consultants and Publishers

Jordan House, 47 Brunswick Place, London N1 3EE

Telephone 01-253 3030 Telex 261010



Continuation..... -2 -

proportion in which they would have been entitled thereto if the same had been distributed by way of dividend, on condition that the same be not paid in cash but that the Directors be and are hereby authorised and directed to apply such sum in paying up in full at par 150,000 issued shares of £1 each in the capital of the company on behalf of the said holders of the said 150,000 issued shares to be allotted and distributed, credited as fully paid up to and amongst such holders in the proportion of fifteen shares for every seventy shares held on 31st October 1983 and so that the shares shall rank for all dividends declared after the allotment thereof in respect of the Company's current financial year on the shares in the capital of the Company as if such shares had been in issue and fully paid throughout the whole of such financial year.

Alan Palmer

Secretary 26 5 84



889284

122

number of company
form No. 10
no filing fee payable

THE COMPANIES ACTS 1948 TO 1967

Notice of
increase in nominal capital
pursuant to section 63 of the Companies Act 1948

name of company

CASTLE DAIRIES (CAERPHILLY) LIMITED. Limited

Jordan & Sons Limited
International Law Agents, Consultants and Publishers
Jordan House, 47 Brunswick Place, London N1 6EE
Telephone 01-253 3030 Telex 261010

Presented by.....

Presenter's Reference.....



To the Registrar of Companies

CASTLE DAIRIES (CAERPHILLY) LIMITED, Limited

hereby gives you notice pursuant to Section 63 of the Companies Act 1948 that, by (1) Ordinary Resolution of the Company dated 26th April, 1984, the nominal Capital of the Company has been increased by the addition thereto of the sum of £ 300,000 beyond the registered Capital of £ 700,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal Amount of each Share
300,000	Ordinary	£1.

The conditions (e.g., voting rights, dividend rights, winding up rights, etc.), subject to which the new Shares have been, or are to be, issued, are as follows:—

New shares to rank pari passu in all respects with existing shares.

~~of the new Shares are Preference Shares, and are (2)~~
~~[not] redeemable.~~

Alan Palmer (Signature)
Secretary (State whether Director or Secretary)

Dated 26/5/1984

(1) Ordinary, " Extraordinary " or " Special "

(2) Delete as appropriate.

G

COMPANIES FORM No. 155(6)a

**Declaration in relation to
assistance for the acquisition
of shares**

155(6)a

Please do not
write in this
margin

Pursuant to section 155(6) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[1985]

889284

Note
Please read the notes
on page 3 before
completing this form

Name of company

* Castle Dairies (Caerphilly) Limited.

*Insert full name
of company

†Insert name(s) and
address(es) of all
directors

~~/~~ Wet John Emyr I. Lloyd of Cefn Carnau Farm, Thornhill, Caerphilly,
Mid Glamorgan and Alan Keith Palmer of No. 11 Hillside Terrace,
Bedwas, Newport in the County of Gwent.

§Delete as
appropriate

‡Delete whichever
is inappropriate

~~(the sole director)~~ [all the directors]§ of the above company do solemnly and sincerely declare that:
The business of the company is:

- (a) ~~that of a [recognised bank] [licensed institution]§ within the meaning of the Banking Act 1979†~~
(b) ~~that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on
insurance business in the United Kingdom†~~
(c) something other than the above‡

The company is proposing to give financial assistance in connection with the acquisition of shares in it.

N.H.F.O.

The assistance is for the purpose of ~~of~~ ^{both} that acquisition ^{and} [reducing or discharging a liability incurred for the
purpose of that acquisition].§

The number and class of the shares acquired or to be acquired is: 961, 122

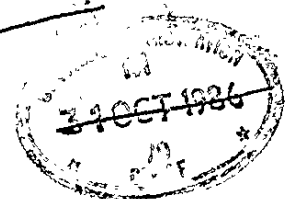
Ordinary Shares

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

Messrs. Gabb & Company(MS)
32 Monk Street,
ABERGAUENNY,
Gwent.

For official use
General Section

Post room



The assistance is to be given to: (note 2) Doublegrowth Limited (" Doublegrowth ")
Whose Registered Office is situate at Pontygwindy, Caerphilly, aforesaid

Please do not
write in
this margin

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

The assistance will take the form of:

- A. A. Guarantee supported by a collateral debenture in favour of Investors in Industry plc (" 3i's ") who will be providing facilities to Doublegrowth to assist in the purchase of shares in the Company.
- B. A loan of £95,000 by the Company to Doublegrowth to assist in the purchase of shares in the Company.
- C. The guarantee supported by a mortgage debenture in favour of National Westminster Bank plc (" the Bank ") who will be providing facilities to Doublegrowth to assist in the purchase of shares in the Company.

The person who [has acquired] ~~[will acquire]~~* the shares is:

*Delete as
appropriate

Doublegrowth

The principal terms on which the assistance will be given are:

See Rider

The amount of cash to be transferred to the person assisted is £ 95,000

The value of any asset to be transferred to the person assisted is £ N/A

Please do not
write in
this margin

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

Delete either (a) or
(b) as appropriate

I/We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

- (a) [I/We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]† (note 3)
- ~~(b) [It is intended to commence the winding-up of the company within 12 months of that date, and I/we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding-up.]† (note 3)~~

And I/we 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 South Square
Gray's Inn
London WC1R 5HR
the 23rd day of October
One thousand nine hundred and Eighty-six
before me N. O. Palmer N.H.F. OPENSHAW

Declarants to sign below

J. E. Lloyd.
Alan Palmer

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

NOTES

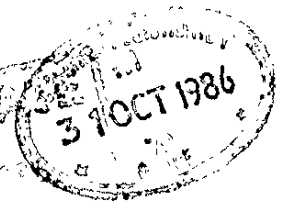
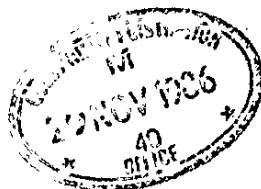
- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account—see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.

RIDER

The principal terms of the guarantees referred to in A and C above will be that the Company will guarantee the payment to 3i's and the Bank on demand of all present and future liabilities (both actual and contingent) of Doublegrowth to the Bank as therein specified.

The principal terms of the mortgage debentures referred to in A and C above will be that the Company will charge all its undertaking, property, assets and rights by way of fixed or floating charges (as therein specified) as a continuing security for all the indebtedness and other liabilities of the Company to 3i's and the Bank (as therein specified and including contingent liabilities under the said guarantee).

The principal terms of the loan referred to in B above will be that such loan is free of interest and is repayable upon demand.



R. A. WILLIAMS & CO.
CHARTERED ACCOUNTANTS

6 AGINCOURT STREET
MONMOUTH, GWENT
NP5 3DZ
telephone Monmouth (0807) 2171

your ref
our ref

23rd October, 1986.

The Directors,
Castle Dairies (Caerphilly) Limited,
Pontywindy Industrial Estate,
Caerphilly,
Mid Glamorgan.

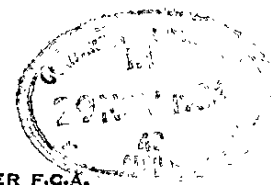
Gentlemen,

We refer to the statutory declaration made by you as directors of Castle Dairies (Caerphilly) Limited ("the Company") pursuant to S.155(6) of the Companies Act 1985 on 23rd October 1986 and to which this report is annexed.

As auditors of the Company we have enquired into the state of affairs of the Company and can confirm that we are not aware of anything to indicate that the opinion expressed by you in the said declaration as to any of the matters referred to in Section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Yours faithfully,

William & Co



PRIVATE COMPANY LIMITED BY SHARES

5419s

CASTLE DAIRIES (CAERPHILLY) LIMITED

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the above named Company will be held at
2 South Street, Caerphilly
on the 23rd day of October 1986 at 11.30 a.m./p.m. for the purpose of considering and, if thought fit, passing the following Resolution as a Special Resolution.

SPECIAL RESOLUTION

That the Memorandum of Association of the Company with regard to its objects clause be altered by inserting immediately after sub-clause (L) of Clause 3 of the Memorandum of Association, the following new sub-clause:-

'(LL) Either with or without the Company receiving any consideration or advantage (direct or indirect) from giving any such guarantee to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets and uncalled capital of the Company both present and future or by both such methods the performance of the obligations and contracts of and payment of the capital or principal (together with any premium) of and dividends or interest on any stocks shares or securities of any company firm or person and in particular (but without limiting the generality of the foregoing) of the company which is for the time being the Company's holding company (as defined by Section 736 of the Companies Act 1985) or another subsidiary (as defined by the said Section) of the Company's holding company or otherwise associated with the Company in business.'

BY ORDER OF THE BOARD

Alan Palmer Secretary



Dated: 23 OCT 1986

Registered Office: Pontygwindy, Caerphilly, Mid Glamorgan,
CF8 3HU

A Member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the Company.

Lewis Coates & Lucas Limited
124-128 City Road,
London EC1V 2NJ
Telephone: 01 251 6450 & 6459
Telex: 21957

NOTE to Company's Solicitors

When the Resolution has been passed, one copy of the notice will be required by 3i's Solicitors endorsed with the following certificate:-

'WE HEREBY CERTIFY that the Meeting convened by the above notice was duly held and that the Resolution set forth above was duly passed thereat without amendment the Secretary of the Company having been directed to file a copy of such Resolution with the Registrar of Companies'

Date: **23 OCT 1986**

Chairman.....*J. H. Lloyd*.....

Secretary.....*Alan Palmer*.....

Company Number:

COMPANIES ACT 1985

CASTLE DAIRIES (CAERPHILLY) LIMITED

CONSENT TO SHORT NOTICE

WE, being all the members of the above Company holding all the issued share capital of the above Company giving a right to attend and vote at the Extraordinary General Meeting convened by the above Company in the attached Notice, HEREBY CONSENT to such Meeting being held on the date specified in such Notice and to the Resolution set out in such Notice being proposed and passed thereat as a Special Resolution notwithstanding that less than the requisite period of notice of such Meeting may have been given.

Date: 13th October 1986.

..... J. E. Lloyd:
..... Alan Palmer:

CASTLE DAIRIES (CAERPHILLY) LIMITED

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the above named Company will be held at 2 South Square Grays Inn on the 23rd day of October 1986 at

11-30 a.m./p.m. for the purpose of considering and, if thought fit, passing the following Resolution as a Special Resolution

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be altered to the effect that Article 10 of Part I of Table A referred to therein shall cease to apply to the Company and is expressly excluded

BY ORDER OF THE BOARD

Alan Palmer

SECRETARY

DATED: 23 OCT 1986

Registered Office: Pontygwindy, Caerphilly, Mid Glamorgan,
CF8 3HU

A Member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote on his behalf.
A proxy need not be a member of the Company.



Lewis Coates & Lucas Limited
124-128 City Road,
London EC1V 2NJ
Telephone: 01 251 6450 & 6459
Telex: 21957

COMPANIES ACT 1985

CASTLE DAIRIES (CAERPHILLY) LIMITED

CONSENT TO SHORT NOTICE

WE, being all the members of the above Company holding all the issued share capital of the above Company giving a right to attend and vote at the Extraordinary General Meeting convened by the above Company in the attached Notice, HEREBY CONSENT to such Meeting being held on the date specified in such Notice and to the Resolution set out in such Notice being proposed and passed thereat as a Special Resolution notwithstanding that less than the requisite period of notice of such Meeting may have been given.

DATE: 23rd October 1986

..... *F. H. H. H. H. H.*
..... *Alan Palmer*

889284

The Companies Act 1948
Company Limited by Shares

MEMORANDUM OF ASSOCIATION

We certify that this document
is filed in accordance with
Section 18 of the Companies Act, 1985

Director/Secretary Alan Palmer

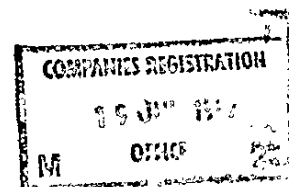
of

CASTLE DAIRIES (CAERPHILLY) LIMITED

(As amended by Special Resolution passed 23rd October 1986)

1. The name of the Company is Castle Dairies (Caerphilly) Limited
2. The Registered Office of the Company will be situate in England
3. The objects for which the Company is established are:-
 - (A) (1) To carry on business as Manufacturers, Processors, Packers, Importers and Exporters of, and Factors, Brokers, Agents and Dealers in Milk, Condensed Milk, Milk Powder, Dried Milk, Ice-Cream Powder, Yoghourt, Cream Butter, Margarine, Lard, Bacon, Cheese, Eggs, Poultry, Meat, Honey, Vegetables, Fruit, Groceries, Eatables and Provisions of all kinds, both wholesale and retail.
 - (2) To carry on business as Cow Keepers, Dairymen, Farmers and Market Gardeners in all their respective branches.
 - (3) To carry on business as Grocers, Greengrocers, Provision Dealers, Butchers and General Store-Keepers, both wholesale and retail.
- (B) To carry on any other trade or business whatsoever which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.
- (C) To purchase, take on lease or by other means acquire any freehold, leasehold or other property for any estate or interest whatever and any rights, privileges or easements over or in respect of any property and any buildings, workrooms, shops, warehouses, factories, mills, works, machinery, engines, motors, rolling stock, plant, live and dead stock or things and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with or may enhance the value of any other property of the Company.
- (D) To purchase or by other means acquire and protect, prolong, extend and renew whether in the United Kingdom or elsewhere any copyrights, patents, patent rights, trade marks, designs, rights of production, rights of publication or other rights, brevets d'invention and licences which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting

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upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

- (E) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, shops, factories, offices, works, machinery, engines and to clear sites for the same or to join with any person, firm or company in doing any of the things aforesaid and to work, manage and control the same or join with others in so doing.
- (F) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carrying on any of the businesses which this Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of the such person, firm or company or to acquire an interest in, amalgamate with or enter into any arrangement for sharing profits or for co-operation or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any shares, debentures or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.
- (G) To promote any other company or companies for the purpose of its or their acquiring all or any of the property and rights and undertaking any of the liabilities of this Company or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of the property or business of this Company and to pay all the expenses of or incidental to such promotion.
- (H) To manufacture, sell, treat and deal in all kinds of commodities, substances, materials, articles and things necessary or useful for carrying on any of the businesses of the Company or in or for any of the operations of the Company.
- (I) To sell or otherwise dispose of the whole or any part of the undertaking of the Company either together or in portions for such consideration as the Company may think fit and in particular for shares, debentures or securities of any company purchasing the same.
- (J) To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (K) To lend money to persons or companies on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to act as surety for and guarantee the performance of contracts by any persons or companies.
- (L) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise and to secure the repayment of any money borrowed or raised by mortgage, charge, or lien upon the undertaking and the whole or any part of the Company's property or assets whether present or future including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake.

- (LL) Either with or without the Compar., receiving any consideration or advantage (direct or indirect) from giving any such guarantee to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets and uncalled capital of the Company both present and future or by both such methods the performance of the obligations and contracts of any payment of the capital or principal (together with any premium) of and dividends or interest on any stocks shares or securities of any company firm or person and in particular (but without limiting the generality of the foregoing) of the company which is for the time being of the Company's holding company (as defined by Section 736 of the Companies Act 1985) or another subsidiary (as defined by the said Section) of the Company's holding company or otherwise associated with the Company in business.
- (M) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- (N) To improve, manage, cultivate, develop, exchange, let on lease, or otherwise, mortgage, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- (O) To subscribe for, take, purchase or otherwise acquire and hold any shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (P) To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors or others.
- (Q) To remunerate any person, firm or company rendering service to the Company whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (R) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company and the issue of its capital including brokerage and commission for obtaining application for or taking, placing or underwriting shares, debentures or debenture stock.
- (S) To enter into any arrangement with any government or authority supreme, municipal, local or otherwise and to obtain from any such government or authority any rights, concessions or privileges that may seem conducive to the attainment of the Company's objects or any of them.
- (T) To establish and support or aid in the establishment and support of clubs, associations, funds, trusts and conveniences, calculated to benefit existing or former employees, Officers or Directors of the Company or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and generally to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.

- (U) To distribute among the Members of the Company in kind any of the property of the Company and in particular any shares, debentures or securities of other companies belonging to this Company or of which this Company may have the power of disposing.
- (V) To carry out all or any of the foregoing objects as Principals or Agents or in partnership, co-operation or conjunction with any other person, firm, association or company and in any part of the world, and to procure the Company to be registered or recognised in any country or place.
- (W) To do all such other things as may be incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each of the preceding sub-clauses shall be construed independently of and shall be in no wise limited by reference to any other sub-clauses and that the object set out in each sub-clause are independent objects of the Company.

4. The liability of the members is limited.

5. * The Share Capital of the Company is £1,000,000 divided into 1,000,000 Shares of £1 each.

* By Special Resolution passed 25th May 1971, the nominal Share Capital was increased from £10,000 divided into 100,000 Shares of two Shillings each to £50,000 divided into 500,000 Shares of 10 pence each; by Ordinary Resolution passed 25th September 1974, the nominal Share Capital was increased to £100,000 by the creation of 500,000 Shares of 10 pence each; by Ordinary Resolution passed 18th June 1976 the nominal Share Capital was increased to £250,000 by the creation of 1,500,000 Shares of 10p each; by Special Resolution passed 24th June 1976, the 1,500,000 Shares of 10 pence each were consolidated and divided into 150,000 Shares of £1 each; by Ordinary Resolution passed 7th March 1980 the nominal Share Capital was increased to £500,000; by Ordinary Resolution passed 5th August 1981 the nominal Share Capital was increased to £700,000; by Ordinary Resolution passed 26th April 1984, the nominal Share Capital was increased to £1,000,000.

The Companies Act 1948
Company Limited by Shares

ARTICLES OF ASSOCIATION

of

CASTLE DAIRIES (CAERPHILLY) LIMITED

(As amended by Special Resolution passed 23rd October 1986)

PRELIMINARY

1. The Company shall be a Private Company within the meaning of the Companies Act, 1948, and the Regulations contained in Part I and Part II of Table A in the First Schedule to the Act (hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby. The Clauses of Part I of Table A numbered 3, 10, 24, 40 to 43 inclusive, 53, 75, 84(2), 88, 95, 99, 100, 106 and 118 shall not apply to the Company and in lieu thereof and in addition to the remaining Clauses of Table A, the following shall be the Regulations of the Company.

SHARES

2. The Share Capital of the Company is £10,000 divided into 100,000 Shares of two shillings each.

3. Subject to the provisions of Section 58 of the Act, any Preference Shares may, with the sanction of a Special Resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.

4. Subject to the provisions of any agreement binding on the Company, and in the case of shares other than those constituting the original capital of the Company subject to any directions contained in the resolution of the Company creating the same, the shares of the Company, whether forming part of the original capital of the Company or subsequently created, shall be under the control of the Directors who may allot and dispose of or grant options over them to such person and on such terms as the Directors think fit.

5. The lien conferred by Clause 11 of Part I of Table A shall extend to fully paid Shares, and to all Shares registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders.

TRANSFER OF SHARES

6. (A) Save as otherwise hereinafter provided no member (hereinafter called "the retiring member") shall be entitled to transfer any shares whether by way of sale or otherwise, without first causing the same to be offered to the other members of the Company at the fair value in accordance with the provisions of this Clause.

* Refer to page 4 of the Memorandum of Association.

(B) In order to ascertain whether any other members of the Company are willing to purchase the shares at the fair value, the retiring member shall give a notice in writing (hereinafter referred to as a "sale notice") to the Company that he desires to sell the same. Every sale notice shall specify the denoting numbers (if any) of the shares which the retiring member desires to sell, and shall constitute the Company the agent of the retiring member for the sale of such shares to the other members of the Company at the fair value. No sale notice shall be withdrawn except with the sanction of the Directors.

(C) The Directors shall, with a view to finding members willing to purchase the shares (hereinafter referred to as "purchasing members"), offer the shares comprised in a sale notice to the persons then holding the remaining shares in the Company as nearly as may be in proportion to their holdings of shares in the Company, and shall limit a time within which such offer, if not accepted, will be deemed to be declined; and the Directors shall make such arrangements as they shall think just and reasonable as regards the finding of purchasing members for any shares not accepted by members to whom they shall in the first instance have been so offered as aforesaid.

(D) If the Company shall within twenty-eight days after service of a sale notice find purchasing members in respect of all or any of the shares comprised therein it shall give notice thereof to the retiring member and the retiring member shall be bound upon payment of the fair value to transfer the shares to such purchasing members who shall be bound to complete the purchase within seven days from the service of such last-mentioned notice.

(E) The fair value shall be fixed by the Auditors for the time being of the Company and the sum so fixed shall, for the purposes of this Clause, be deemed to be the fair value of any share comprised in such notice.

(F) In the event of the retiring member failing to carry out the sale of any shares which he shall have become bound to transfer as aforesaid, the Directors may authorise some person to execute a transfer of the shares to the purchasing members and may give a good receipt for the purchase price of such shares, and may register the purchasing members as holders thereof and issue to them certificates for the same, and thereupon the purchasing members shall become indefeasibly entitled thereto. The retiring member shall in such case be bound to deliver up his certificate for the said shares, and on such delivery shall be entitled to receive the said purchase price, without interest, and if such certificate shall comprise any shares which he has not become bound to transfer as aforesaid the Company shall issue to him a balance certificate for such shares.

(G) If the Directors shall not, within the space of twenty eight days after service of a sale notice, find purchasing members for all of the shares comprised therein, or if, through no default of the retiring member, the purchase of any shares shall not be completed within twenty one days after the service on the retiring member of the notice provided for by sub-clause (D) hereof, the retiring member shall, at any time, within six months after the expiry of the said twenty eight days or the service on him of the said notice as the case may be, be at liberty, subject to the provisions of Clause 3 of Part II of Table A, to transfer to

any person as he may wish (and, in the case of a sale, at any price) the shares in respect of which no purchasing member was found or in respect of which the sale was not completed as aforesaid.

(H) The provisions of Clause 3 of Part II of Table A shall not apply to any transfer to a purchasing member in accordance with the provisions of this Clause.

(I) The provisions of this Clause shall apply mutatis mutandis to any person becoming entitled to a share in consequence of the death or bankruptcy of a member and who wishes either to transfer such share or himself to be registered in respect thereof.

(J) Notwithstanding anything hereinbefore contained in this Clause a share may be transferred (subject to the provisions of Clause 3 of Part II of Table A) to the spouse or lineal descendant or brother or sister of a member or deceased or bankrupt member without first being offered to the other members of the Company in accordance with the provisions of this Clause.

BORROWING POWERS

7. The Directors may exercise all the powers of conferred upon them by Clause 79 of Part I of Table A without any limit on the amount for the time being of remaining undischarged of money so borrowed or secured and the proviso limiting such amount contained in that Clause shall not apply.

NOTICES OF MEETINGS

8. In any notice calling a meeting of the Company or of any class of members of the Company there shall appear with reasonable prominence the statement with regard to proxies required by Section 136(2) of the Act.

PROCEEDINGS AT GENERAL MEETINGS

9. A poll may be demanded by one or more Members present in person or by proxy and having the right to vote at the meeting and paragraphs (b) (c) and (d) of Clause 58 of Part I of Table A shall be modified accordingly.

DIRECTORS

10. Until otherwise determined by the Company in General Meeting the number of Directors (excluding alternate Directors) may be any number not less than two.

11. The Rt. Hon. Lord Macpherson John Davies, Herbert William Edward Johnson and Arthur Harry Peaty shall be the first Directors of the Company and shall be permanent Directors of the Company and shall be entitled to hold such office as long as they shall live, subject to Clause 14 hereof and to Clause 96 of Part I of Table A, and shall not be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors.

12. No person shall be disqualified from being or becoming a director of the Company by reason of his attaining or having attained the age of 70 years or any other age.

13. The Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a

casual vacancy or as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum number fixed as hereinbefore mentioned. Subject to Clause 14 hereof and to Clause 96 of Part I of Table A a Director may be appointed under this Clause to hold office for life or any other period or upon such terms as to the rotation of his retirement as the Directors shall at the time of his appointment determine. A Director appointed to hold office for life or any other fixed period shall not during that period be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors.

DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated:-

- (A) If he becomes bankrupt or insolvent or compounds with his creditors;
- (B) If he becomes of unsound mind or is found a lunatic;
- (C) If he ceases to hold any necessary Share qualification or does not obtain the same within one calendar month from the date of his appointment;
- (D) If he become prohibited from being a Director by reason of any order made under Section 153 of the Act;
- (E) If he resigns his office by notice in writing to the Company;

15. Provided that a Director declares his interest in a contract or arrangement or proposed contract or arrangement with the Company in manner provided by Section 199 of the Act he shall be counted in the quorum at any meeting of Directors at which the same is considered and shall be entitled to vote as a Director in respect thereof.

PROCEEDINGS OF DIRECTORS

16. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and until so fixed, shall, except when one Director only is in office be two. When one Director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the Company as by the regulations of the Company are conferred on the Board of Directors.

17. A resolution determined on without any Meeting of Directors and evidenced by writing under the hands of all the Directors or a sole Director shall be as valid and effectual for all purposes as a resolution of the Directors passed at a Meeting duly convened, held and constituted.

ALTERNATE DIRECTORS

18. A Director other than a sole Director who for any reason considers that he is unlikely to be able to attend meetings of the Board of Directors may, with the approval of the other Directors, by writing appoint any person to be an alternate Director in his place for a period not exceeding six months on any one occasion. The person so appointed shall not be required to hold any qualification share and shall be entitled to receive notices of and to attend and vote at meetings of the Board and shall automatically vacate his office on the expiration of the term for or the happening of the event until which he is by

the terms of his appointment to hold office or if the appointor in writing revokes the appointment or himself ceases for any reason to hold office as a Director. An appointment of an alternate Director under this Clause Shall not prejudice the right of the appointor to receive notices of and to attend and vote at meetings of the Board and the powers of the alternate Director shall automatically be suspended during such time as the Director appointing him is himself present in person at a meeting of the Board.

DIVIDENDS

19. Subject to any special rights attaching to any class of shares, dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall for this purpose be treated as paid on the share.

NOTICES

20. The persons mentioned in paragraph (b) of Clause 134 of Part I of Table A (being the persons on whom the ownership of a share devolves as personal representative or a trustee in bankruptcy of a member) shall not, unless and until they become members of the Company, be entitled to receive notice of meetings of the Company.

COMPANIES HOUSE

If you need to contact us regarding
this notice, please quote reference

THE DIRECTORS
CASTLE DAIRIES (CAERPHILLY) LIMITED
PONTYGWINDY INDUSTRIAL ESTATE
CAERPHILLY
MID GLAM
CF8 3HU

DEF6/ 00889284

Date: 3 MARCH 1992

COMPANIES ACT 1985 (Section 652)

The REGISTRAR OF COMPANIES gives NOTICE
that, unless cause is shown to the contrary,
at the expiration of 3 months from the
above date the name of

CASTLE DAIRIES (CAERPHILLY) LIMITED

will be struck off the register and
the company will be dissolved.

COMPANIES HOUSE
CARDIFF
CF4 3UZ

Tel: Cardiff (0222) 380004

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Companies House is an executive agency within the Department of Trade and Industry

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STRIKING OFF ACTION DISCONTINUED

00889284 CASTLE DAIRIES (CAERPHILLY) LIMITED

Cause has been shown why the above company should not be struck off the register and accordingly the Registrar is taking no further action under section 652 of the Companies Act 1985 pursuant to the Notice dated 28/02/92