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COMPANIES FORM No. 395

Particulars of a mortgage or charge



395

CHFP055

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

Please do not write in this margin

Pursuant to section 395 of the Companies Act 1985

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

* insert full name of company

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

For official use

Company Number

7

2754740

Name of Company

* FINAGRA (U.K.) LIMITED (the "Company")

Date of creation of the charge

13 January, 2000

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

TRADE FINANCE AGREEMENT ("TFA")

Amount secured by the mortgage or charge

All liabilities of the Company to the Bank whether they be present or future, actual or contingent and whether that be owing or accruing due from the Company solely or jointly with any other person

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

Banque Nationale de Paris London Branch
P.O. Box 416, 8-13 King William Street,
LONDON

Postcode EC4P 4HS



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

Banque Nationale de Paris London Branch, P.O. Box 416, 8-13 King William Street, LONDON EC4P 4HS. Ref:-LAD

For official use
Mortgage section



Short particulars of all the property mortgaged or charged.

1. All the right, title and interest of the Company in and to:-
(a) all agreements present and future, whether oral or in writing (whatever form that takes), or part one and part the other, entered into between the Company and any other party on and subject to the terms of which the Company shall have agreed in any combination to buy or sell goods the purchased and/or holdings of which the Bank shall have financed ("Financed Goods") or any other interest in Financed Goods in the ordinary course of its business ("Contracts"), including without limitation the full amount of all payments, due or to become due to the Company from the third parties under Contracts and ... Continued ...

Please do not write in this margin

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

Particulars as to commission, allowance or discount (note 3)

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

Signed

Date

24 JAN 2000

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

† delete as appropriate

Notes

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if despatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398 (4) applies (property situated in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, e.g. "Trust Deed", "Debenture", "Mortgage" or "Legal Charge", etc, as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his:
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- 5 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF14 3UZ

TEXT

Short particulars of all the property mortgaged or charged (continued).

all cheques and other instruments received by the Company in respect of such payments

(b) all guarantees and security present and future granted and to be granted to the Company in respect of payments due or to become due to the Company from the third parties under Contracts, and of cheques and other instruments received by the Company in respect of such payments, including without limitation the full amount of all payables thereunder; and

(c) all insurances arranged pursuant to paragraph 3 of the TFA, including (if any) under entries in a Protection and Indemnity or War Risks Association; and

2. Any property belonging to the Company now or which may belong to it in the future (including but without limitation property referred to in paragraph 1. above) which the Bank in its discretion may require to be the subject of such documents and such legal or mortgages, charges, assignments or other assurances in such form and on such terms as the Bank may in its discretion require for the purposes specified in the "TFA."

NOTE: In the "TFA" the Company agreed with the Bank that no mortgage, charge, pledge, lien or other security interest of any kind will subsist in law or in equity over any of the subject matter of the charges created or intended to be created by the provision referred to in 1(a) above, in favour of anyone other than the Bank, save with the Bank's prior written consent.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02754740

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A TRADE FINANCE AGREEMENT DATED THE 13th JANUARY 2000 AND CREATED BY FINAGRA (UK) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BANQUE NATIONALE DE PARIS LONDON BRANCH ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 25th JANUARY 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27th JANUARY 2000.

A large, stylized handwritten signature in black ink, consisting of a large 'B' followed by a series of loops.



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



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES