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in black type, or
bold block lettering

*insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

3111

3369634

Name of company

* Dechra Holdings Limited (formerly Broomco (1283) Limited) (the
"Company")

Date of creation of the charge

11 August 1997

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

Letter of Off-Set dated 11 August 1997 executed by the Company in favour
of The Governor and Company of the Bank of Scotland (the "Bank").

Amount secured by the mortgage or charge

All moneys at any time owing to the Bank by the Principal Debtors on any
account or accounts or in any manner whatsoever and whether actually or
contingently together with interest, discount, commission and all other
charges and expenses.

("Principal Debtors" means Veneto Limited (formerly GEHE Holdings (No.
2) Limited (registered no. 3342374), Arnolds Veterinary Products Limited
(registered no. 505382), Dales Pharmaceuticals Limited (registered no.
474958) and National Veterinary Supplies Limited (registered no. 339801)
and, at any time, any subsidiary (as defined in section 736 of the
Companies Act 1985 or any re-enactment, amendment or extension of that
section) of those companies or the Company (including future acquired or
incorporated subsidiaries)).

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

The Governor and Company of the Bank of Scotland, 5th Floor, Broad
Street House, 55 Old Broad Street, London

Postcode

EC2P 2HL

Presentor's name address and
reference (if any);

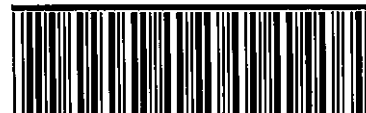
Lovell White Durrant
65 Holborn Viaduct
London
EC1A 2DY

Tel: 0171 236 0066
A1/AJF/MJC/114149

Time critical reference

For official use
Mortgage Section

Post room



KLD *K1Z63Y6E* 2372
COMPANIES HOUSE 12/08/97

Short particulars of all the property mortgaged or charged

All moneys at any time standing to the credit of the account or accounts of the Company in the Bank's books are charged by way of fixed and specific charge.

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

Particulars as to commission allowance or discount (note 3)

N/A

Signed

Shovel White Durrant
Solicitor

Date

11 August 1997

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

† delete as appropriate

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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03369634

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LETTER OF OFF-SET DATED THE 11th AUGUST 1997 AND CREATED BY DECHRA HOLDINGS LIMITED FOR SECURING ALL MONEYS DUE OR TO BECOME DUE FROM THE PRINCIPAL DEBTORS (AS DEFINED) TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 12th AUGUST 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th AUGUST 1997.

A handwritten signature in dark ink, appearing to read 'J. M. Evans'.

J. M. EVANS

for the Registrar of Companies

10/14/8



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