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COMPANIES FORM NO. 395

395

016603/60

Please do not
write in this
margin

Particulars of a mortgage or charge

Pursuant to section 395 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

43

3517191

Name of company

*Insert full name
of company

Gourmet Holdings Plc (the "Company")

Date of creation of the charge

25 June 2004

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

Charge over cash deposit dated 25 June 2004 (the "Deed") entered into by the Company in favour of The Governor and Company of the Bank of Scotland ("BoS")

Amount secured by the mortgage or charge

The Secured Liabilities

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

The Governor and Company of the Bank of Scotland of 2 Robertson Avenue, Edinburgh, EH11 1PZ

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

Nabarro Nathanson
Lacon House
Theobald's Road
London WC1X 8RW

Ref: AA/RBW/B0125/01258

Time critical reference

AA/RBW/B0125/01258

For Official Use
Mortgage section



PMO *PQ23R88Y* 0625
COMPANIES HOUSE 09 07/04
A07 *AEALXNYA* 0700
COMPANIES HOUSE 20/07/04
LD2 *LH4QLNB* 0169
COMPANIES HOUSE 09/07/04

Please see the attached schedule.

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

N/A

For BoS

Signed Mabarra Nathanson

Date 9 July 2004

Notes

1. The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in ;due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy ;will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted
2. A description of the instrument, 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

Particulars of a mortgage or charge

Name of Company: Gourmet Holdings Plc

Number of Company: 3517191

SCHEDULE OF CHARGES, COVENANTS AND RESTRICTIONS

contained in a Deed in favour of BoS dated 25 June 2004

Charges

With full title guarantee, the Company assigns to BoS the Deposit, with all the Company's present and future rights, titles and benefit in it.

Restriction on charges and disposals

The Company will not:

- 1 except as expressly permitted by the Deed, withdraw the Deposit and shall not, without the prior written consent of BoS, assign, discount, pledge, charge or otherwise dispose of or deal with or permit any third party rights to arise over all or any part of the Deposit or attempt to agree to do so;
- 2 release, grant time or indulgence or compound with any third party or permit any set off or other adverse rights against the Deposit nor do or omit to do anything which may delay or prejudice the right of BoS to receive payment of the Deposit.

Definitions

In this form 395:

"Deposit" shall mean all sums (in whatever currency) together with all interest and other amounts accruing on them for the time being and from time to time standing to the credit of the Charged Account.

"Charged Account" shall mean the Company's account (in whatever currency) with BoS at sort code 80 20 19 which account is blocked or designated as charged to BoS and is now numbered 06002638 as the same may be replaced, redesignated, renumbered or rearranged from time to time; and

"Secured Liabilities" shall mean all or any monies and liabilities which will for the time being (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner to BoS by the Company, whether actually or contingently, solely or jointly and whether as principal or surety and whether or not BoS shall have been an original party to the relevant transaction, and including interest, discount, commission and (on a full indemnity basis) other lawful charges or expenses including all reasonable legal and other costs and expenses which BoS may in the course of the business of BoS charge or incur in respect of any of those matters or for keeping the Company's account, and so that interest shall be computed and compounded according to the usual rates and practice of BoS as well after as before any demand made or decree obtained under the Deed.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03517191

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OVER CASH DEPOSIT DATED THE 25th JUNE 2004 AND CREATED BY GOURMET HOLDINGS PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY 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 9th JULY 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd JULY 2004.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —