

M

CHFP004

COMPANIES FORM NO. 395

Particulars of a mortgage or charge

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

395

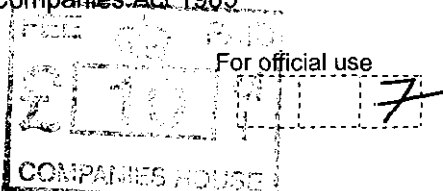
Please do not
write in
this margin

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

*Insert full name
of Company

Pursuant to section 395 of the Companies Act 1985

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



RBS/012814/£40.

Company number
4178371

Name of company

Aroma & Fine Chemicals Limited (the "Company")

Date of creation of the charge

7 December 2001

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

Legal Charge (the "Charge")

Amount secured by the mortgage or charge

All the Company's liabilities to the Security Beneficiaries of any kind and in any currency (whether present or future actual or contingent and whether incurred alone or jointly with another) under the Loan Notes and the Loan Note Instrument and any security document entered into by the Company in favour of the Security Trustee together with the Security Trustee's charges and commission Interest and Expenses, (the "Secured Obligations").

Capitalised terms not defined in this Form M395 shall have the meaning ascribed to them in Annexure 1 to this Form M395

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

Close Securities Limited (the "Security Trustee")

12 Appold Street

London

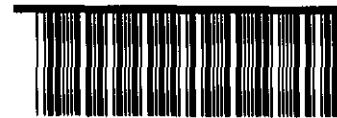
Postcode

EC2A 2AW

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

Our Ref:
DLA
101 Barbirolli Square
DX 14304 Manchester 1
REF: MM/CB/banking

For official Use
Mortgage Section



JMA
COMPANIES HOUSE

J810Y6PQ

0280
18/12/01

Time critical reference

Short particulars of all the property mortgaged or charged

The Company covenants to discharge on demand the Secured Obligations and as a continuing security for such discharge and with full title guarantee charges to the Security Trustee:-

- 1 By way of legal mortgage of all legal interests and otherwise by way of fixed charge, the freehold property known as Castle View Farm, Bennett's Lane, Shell Green, Halton with title number LA220282 (the "Property") (to the full extent of the Company's interest in the Property or its proceeds of sale).
- 2 By way of fixed charge:-
 - 2.1 the plant, machinery and fixtures and fittings of the Company now and in the future at the Property;
 - 2.2 the furniture furnishings equipment tools and other chattels of the Company now and in the future at the Property and not regularly disposed of in the ordinary course of business; and
 - 2.3 the present and future goodwill of any business carried on at the Property by or on behalf of the Company (the "Goodwill") and the proceeds of any insurance from time to time affecting the Property or the assets referred to above,
(the "Charged Assets")

Note:- The Charge contains covenants by the Company with the Security Trustee not without the Security Trustee's prior written consent to:

- (a) create or permit to arise any mortgage charge or lien on the Property, the Charged Assets or the Goodwill nor to dispose of the Property, Charged Assets or Goodwill;
- (b) grant or accept a surrender of any lease or licence or part with or share possession or occupation of the Property, Charged Assets or Goodwill.

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)

Nil

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

Signed

DA

Date

18 DECEMBER 2001

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

Notes

†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.
- 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 CF4 3UZ, DX: 33050 Cardiff

AROMA & FINE CHEMICALS LIMITED

Annexure 1 to Form 395

DEFINITIONS

In this Form M395:

"Expenses" means all expenses (on a full indemnity basis) incurred by the Security Beneficiaries or any receiver at any time in connection with the Property or the Charged Assets the Goodwill or the Secured Obligations or in taking or perfecting the Charge or enforcing the security created by the Charge or in exercising any power under the Charge or otherwise with Interest from the date they are incurred;

"Interest" means interest at the rate(s) charged to the Company by the Security Beneficiaries from time to time;

"Loan Note Instrument" means the deed poll executed by the Company on or about the date of the Charge to which the Company constituted the Loan Notes;

"Loan Notes" means the £2,400,000 fixed rate secured loan stock 2005 constituted by the Company pursuant to the Loan Note Instrument; and

"Security Beneficiaries" means the holders of the Loan Notes from time to time and the Security Trustee.

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY No. 04178371

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 7th DECEMBER 2001 AND CREATED BY AROMA & FINE CHEMICALS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE SECURITY BENEFICIARIES ON ANY ACCOUNT WHATSOEVER UNDER THE LOAN NOTES AND THE LOAN NOTE INSTRUMENT AND ANY SECURITY DOCUMENT (ALL TERMS AS DEFINED) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 18th DECEMBER 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21st DECEMBER 2001.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —