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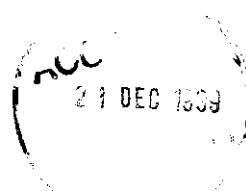
nsert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

395



To the Registrar of Companies

For official use

Company number

5

02606710

Name of company

* ARETON INTERNATIONAL PLASTICS LIMITED

Date of creation of the charge

20th December 1999

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

Chattel Mortgage between Areton International Plastics Limited ("the Company") (1) and Davenham Trust PLC ("the Lender") (2)

Amount secured by the mortgage or charge

All monies, and liabilities which are now or shall at any time hereafter be owing due or incurred (whether on or at any time after such demand) to the Lender by the Company anywhere and all other liabilities whatsoever of the Company to the Lender present future actual and/or contingent whether owing from the Company solely and whether as principal or surety or from the Company jointly with any other company or companies person or persons and including all interest commission discount or other lawful costs charges and expenses which the Lender may in the course of its business charge in respect of any of the matters aforesaid and so that interest shall be computed and compounded according to the usual mode of the Lender as well after as before any demand made or judgement obtained hereunder.

4.

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

DAVENHAM TRUST PLC of
8 St John Street, Manchester, M3 4DU.

Postcode

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

DAVENHAM TRUST PLC
8 ST JOHN STREET
MANCHESTER
M3 4DU

For official use
Mortgage section



Time critical reference

Short particulars of all the property mortgaged or charged

As security for the payment or discharge of the Secured Monies the Mortgagor as beneficial owner:

Assigns the equipment, as detailed below, in favour of the Mortgagee by way of a first fixed Legal Mortgage; and

Assigns absolutely to the Mortgagee the proceeds of all policies of insurance now or in the future taken out by the Mortgagor in respect of the equipment and the benefit of all options and rights devolving upon the Mortgagor under any such policy of insurance.

The Equipment:-

As per the attached schedule

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)

Signed

G. M. D. G. L. A. W.

Date

20.12.99

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 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.

**Schedule of Equipment in respect of
Hire Purchase Agreement Number 916**

Production Bay

The Master Hopper Feeders to
Line No. 1 Including:
7 – Stainless Steel "TBMA"
Hoppers with Vibratory Motors,
Extraction Ducting and Wall
Mounted Control Panel


"Winkworth" Type UT 430
Stainless Steel Ribbon Mixer
Serial No: 16248 (1998)
with 550kg Tare Weight

"Avery" 55kg Electronic Stainless
Steel Pan Platform Scales with
Computer Control
Serial No: 89107679/02

2 – "Barlow Handling" 2000kg
Pallet Trucks

The Farrel Extrusion Line)
Comprising:)
3 – Stainless Steel "TBMA")
Hoppers with Vibratory Motors,)
Extraction Ducting and Control)
Panel)
)
3 – "Brabender" Loss In Weight)
Feeders with Control Cabinet)
Serial No: 987664)
2 - Type: DDW-H32-FW79/0150)
(600kg Per Hour))
Serial No: 987994MIO (1998))
Serial No: 987994M11 (1998))
Type DDW-H31-FW33/0135)
(80kg Per Hour))
Serial No: 987994M12 (1998))
"Farrel" FTX Model 500 Twin)
Screw Extruder)
Serial No: 40E0038 with Control)
Panel & Twin Screw Side Feeder)
)

I confirm that the above equipment is correct and relates to Hire Purchase Agreement
Number 916

.......... Date.....26/10/99.....
Director/Authorised Signatory

**Schedule of Equipment in respect of
Hire Purchase Agreement Number 916**

"Tricool" Cooler)
)
"Beringer" Rotary Cutter with)
Control Cabinet)
)
Stainless Steel Pellet Wash/Cool)
Bath with Water Recycling Pump)
)
"Beringer" Centrifugal Dryer)
)
"Gough" Vibratory Screen)
)
2 - "Kongsilde" Blower Fans)
with Ducting to Bagging Hopper)
)
Welded Steel Bagging Hopper)
)
"Simplafill" 50kg Series 1000 Bag)
Filling Unit)
Serial No: 95521)
)
All Associated Services Including:)
Supporting Mezzanine Platform,)
Controls, Pipework and Pumps)


"Salter" 24" x 24" Platform Scales
with Weightronix W1-125 LCD
Display
Serial No: 013106

"Nilfisk" BA 430 Floor Cleaner
with Battery Charger

A Bag Filling Welded Steel
Hopper with "Accrapack" 600VN
10-25kg Twin Unit Bag Filling
Machine
Serial No: 456-8-80

"Clarke" Model SE36C250 10.2
Bar Receiver Mounted Air
Compressor
Serial No: 042301 (1997)

I confirm that the above equipment is correct and relates to Hire Purchase Agreement
Number 916

.......... Date.....26/10/97.....
Director/Authorised Signatory

**Schedule of Equipment in respect of
Hire Purchase Agreement Number 916**

"Gough" Vibratory Screen
Serial No: 30394 (1992)

2 - "Foras" 4" Water Pumps
Type 250B (1998)
(Included with Chiller Unit)

"Hydrovane" Model 715 8 Bar
Rotary Vane Air Compressor
Serial No: 1499801
with Donoflex Air Cooler and
"Denco" Model SN 2.3 Air Dryer
Serial No: P24543


1.3m Stainless Steel Screw Type
Feed Conveyor with Motor
Serial No: PJ4180
(Fitted on Leistritz Line)

"Iddon" Single Screw Laboratory
Extruder with Variable Motor
Drive & Haul Off Motorised Table
Serial No: ----

Storage Bay

Stored Plant &)
Equipment Including:)
"Rospen" Type LIW-S-ON 3982)
Twin Screw Loss In Weight)
Feeder Complete with LBC 2000)
Electronic Control Panel)
Serial No: 1780 (1996))
)
A Similar "Rospen" Twin Screw)
Feeder with Electronic Control)
(Note: Smaller Screw Diameter))
)
"Nederman" Blower)
Serial No: ----)
)
Un-Named Twin Sack Filling &)
Weighing Machine with Hopper)
and Access Ladder)
)

I confirm that the above equipment is correct and relates to Hire Purchase Agreement
Number 916

.......... Date.....25/01/99.....
Director/Authorised Signatory

**Schedule of Equipment in respect of
Hire Purchase Agreement Number 916**

"Jenco" Model SBB4 4 Hopper)
Blender Mounted on Mobile Steel)
Frame)
Serial No: 3695)
with "AEC" Electronic Control)
)
"Graham Precision" Mobile)
Vacuum Pump with 5 ½ Hp 3)
Phase Induction Motor)
Date of Manufacture: 1995)
Serial No: ----)

"ABB" Type A2C044260TB168Z
168 Kvar Power Correction
Capacitor
Serial No: C858415 1
with Novar 300 Control

Un-Named Steel Dust Extraction
Cabinet


"Conair" Model CCA60 3 Fan
Cooler
Serial No: 2440388

"Clarke" Model SE35C250
Receiver Mounted Air Compressor
Serial No: 35376 (1995)

2 - "ABB" Type
A4SH300R4M3L10000000000
150Kvar Power Correction
Capacitors
Serial No: C100274 1
Serial No: C100274 2
Both with RVS 12 Power Factor
Controllers

Storage Racking Including:)
12 - Bays of 2 tier Boltless Pallet)
Racking Comprising 14 End)
Frames and 48 Cross Beams)
8 - Bays of 2 & 3 Tier Boltless)
Pallet Racking Comprising: 9 End)
Frames and 42 Cross Beams)

I confirm that the above equipment is correct and relates to Hire Purchase Agreement
Number 916

.......... Date.....26/10/99.....
Director/Authorised Signatory

**Schedule of Equipment in respect of
Hire Purchase Agreement Number 916**

Laboratory

"A&D" AD4713 Infrared Moisture)
Determination Balance with)
Digital Readout)
Serial No: E9200296)
)
"A&D" ED-120T Electronic)
Densimeter with Digital Readout)
Serial No: D3704464)
)
"Ray Ran" Melt Flow Indexer)
with "West" 2510)
Readout/Control)
Serial No: RR0200/495)


The Labeling System Comprising:)
"Workspace" Tower Processor)
with Monitor & Keyboard)
"Monarch" 9820 Label Printer)
Serial No: ----)
)
"Gallenkamp" Size 3 Hotbox)
Oven with Fan)
Serial No: ----)

Outside

"Cool Mation" 12 Fan Cooling
Tower

"Dust Check" Model SFV6-10-06
6.5 Bar Single Unit Extractor
Serial No: 2393 (1998)

I confirm that the above equipment is correct and relates to Hire Purchase Agreement
Number 916

.......... Date.....26/10/99.....
Director/Authorised Signatory

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02606710

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHATTEL MORTGAGE DATED THE 20th DECEMBER 1999 AND CREATED BY ARETON INTERNATIONAL PLASTICS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO DAVENHAM TRUST PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 21st DECEMBER 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 30th DECEMBER 1999.

P
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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

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