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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.

CHFP025

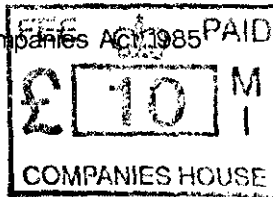
Please do not write in this margin

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)



For official use

Company number

03816733

Name of company

* MACOB COSMETICS LIMITED ("the Borrower")

Date of creation of the charge

29 November 2001

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

CHATTELS MORTGAGE (including fixed and floating charges)

Amount secured by the mortgage or charge

All monies and liabilities which now are or shall at any time hereafter be due owing or incurred to Julian Hodge Bank Limited ("the Bank") by the Borrower on any account whether actually or contingently and whether presently or in future and whether solely or jointly with any other person and whether as principal or surety or in any way whatsoever including (as well after as before any demand made or judgement obtained) interest discount commission and other lawful charges and expenses computed and compounded from time to time in accordance with the terms agreed between the Borrower and the Bank relating thereto.

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

JULIAN HODGE BANK LIMITED
30/31 WINDSOR PLACE
CARDIFF

Postcode CF10 3UR

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

Eversheds
Fitzalan House
Fitzalan Road
Cardiff
CF24 0EE

4.HMB.OW.7040

Time critical reference

For official Use

Mortgage Section

Post room



A03
COMPANIES HOUSE

AA4216FC

0462
08/12/01

By way of a fixed charge the Borrower with full title guarantee charges to the Bank all its rights and interests in and title to the Chattels (as defined hereunder) to hold the same unto the Bank absolutely as security for payment and discharge of all monies and liabilities and all other monies payable hereunder (including interest) and for the performance by the Borrower of its covenants and agreements in the Mortgage.

By way of floating charge without prejudice to the above the Borrower with full title guarantee charges to the Bank those assets referred to above which are not effectively charged by way of a fixed charge.

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)

N/A

Signed



Date

6/12/97

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

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

† 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.
- 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

Please do not
write in this
binding margin

**Particulars of a mortgage or charge
(continued)**

Continuation sheet No 1
to Form No 395 and 410 (Scot)

CHFP025

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

Company Number

03816733

Name of Company

MACOB COSMETICS LIMITED ("the Borrower")

Limited*

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

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

Please do not
write in this
binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

By way of first fixed charge the Borrower with full title guarantee charges to the Bank all its rights and benefits in a Lease dated 4th May 2001 in respect of land at Pontyclun, Rhonda Cynon Taff between (1) The Borrower (2) L'Oreal Manufacturing (UK) Limited ("the Tenant") and (3) L'Oreal (UK) Limited ("the Lease").

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

Without prejudice to the foregoing the Borrower also charges the rights to receive the yearly rent (as defined thereunder) and all other monies payable thereunder. All such monies shall be paid into an account as required by the Bank and the Bank hereby so charge the said account by way of first fixed charge and for the avoidance of doubt acknowledges that it should not be allowed to make any changes or have any dealings with the said account without the prior consent of the Bank.

"the Chattels" means racking and shelving equipment and where the context requires includes each or any part of them whether assembled or not provided they or such part has been delivered to the Borrower by agreed suppliers, all accessories thereto including books maintenance or other records manuals handbooks data and drawings relating to the Chattels documents relating to warranties and patent indemnities given by manufacturers of the Chattels and all substitutions replacements additions alternatives and renewals whenever made of or to the Chattels.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03816733

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHATTELS MORTGAGE CONTAINING FIXED AND FLOATING CHARGES DATED THE 29th NOVEMBER 2001 AND CREATED BY MACOB COSMETICS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO JULIAN HODGE BANK LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 8th DECEMBER 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12th DECEMBER 2001.

P
AD



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —