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write in this
binding margin

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

*insert full name
of company

COMPANIES FORM NO. 395

Particulars of a mortgage or charge

Pursuant to section 395 Companies Act 1985

For official use

To the Registrar of Companies

Company Number

3868711

Name of Company

Omega Proteins Limited

Date of creation of the charge

05 January 2001

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

Legal Mortgage

Amount secured by the mortgage or charge

All liabilities of the Company present and future actual and/or contingent to National Westminster Bank Plc

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

National Westminster Bank Plc

135 Bishopsgate

London

Postcode

EC2M 3UR

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

National Westminster Bank Plc
Sheffield Securities Centre
2nd Floor
42 High Street
Sheffield
S1 2YW

Presenter's Reference
and/or telephone number
0114 279 2345

Time critical reference shf sc

B081900

For official use
Mortgage Section

Post room



A34
COMPANIES HOUSE

0104
09/01/01

Short particulars of all property mortgaged or charged

The property hereinafter described ('the property') and the proceeds of sale thereof together with a floating charge over all moveable plant machinery implements utensils furniture and equipment at any time placed upon or used in or about the property and an assignment of the goodwill and connection of any business or businesses from time to time carried on in or upon the property or any part or parts thereof together with the full benefit of all licences including any registrations viz:

The Freehold property known as Jerusalem Farm Thornton Bradford West Yorkshire

HMLR Title Number WYK133297

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Particulars as to commission allowance or discount (note 3)

Nil

Per pro

**National Westminster Bank Plc
Sheffield Securities Centre**

Signed



Date 8.1.01

On behalf of mortgagee (Authorised Signatory)

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 despatched 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. The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF4 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03868711

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL MORTGAGE DATED THE 5th JANUARY 2001 AND CREATED BY OMEGA PROTEINS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NATIONAL WESTMINSTER BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 9th JANUARY 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th JANUARY 2001.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

R. Daw



Companies House

— for the record —