

M

CHFP025

Please do not
write in
this 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

A fee of £13 is payable to Companies House in respect
of each register entry for a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

[3][1][1][2]

00770529

Name of company

* MCCARTHY & STONE (DEVELOPMENTS) LIMITED ("Company")

Date of creation of the charge

14 May 2007

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

Legal Charge ("Charge")

Amount secured by the mortgage or charge

All present and future obligations and liabilities (whether actual or contingent and whether owed jointly or severally or alone or in any other capacity whatsoever) of the Company to the Security Agent (whether on its own account or on behalf of the Security Beneficiaries) and/or the other Security Beneficiaries (or any of them) under or pursuant to any Finance Document to which the Company is a party (including all monies undertaken to be paid under the Charge), provided that no obligation or liability shall be included in the definition of "Secured Obligations" to the extent that, if it were so included, the Charge (or any part of it) would constitute unlawful financial assistance within the meaning of sections 151 and 152 of the Companies Act 1985 ("Secured Obligations")

Capitalised terms not defined elsewhere in this form 395 shall have the meaning given to them in Annexure 2

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

THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND, Level 3, New Ubertior House, 11 Earl Gray St, Edinburgh as security agent for the Security Beneficiaries and its successors and assignees whomsoever ("Security Agent")

Postcode EH3 9BN

Presenter's name address and
reference (if any)

DLA Piper UK LLP
101 Barbirolli Square
Manchester
M2 3DL

MBG/61249/120129

Time critical reference

For official Use (02/06)
Mortgage Section

Post room

FRIDAY



A60

AC8BQPN7

18/05/2007

603

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

The Company charged and agreed to charge in favour of the Security Agent, with full title guarantee in accordance with the Law of Property (Miscellaneous Provisions) Act 1994, as a continuing security for payment of all of the Secured Obligations, by way of first legal mortgage all its present and future right, title and interest in and to the Property

Please see Annexure 1 for further details as to the negative pledge contained with the 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)

Nil

Signed DLA PIPER uK LLP

Date

17/05/07

On behalf of ~~XXXXXXXX~~ (mortgagee) ~~XXXXXXXX~~ †

A fee 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is Companies House, Crown Way, Cardiff CF14 3UZ

MCCARTHY & STONE (DEVELOPMENTS) LIMITED

Annexure 1

Restrictions on dealing

- 1 The Company will not do or agree to do any of the following without the prior written consent of the Security Agent
 - 1 1 create or permit to subsist any Security on any of the Security Assets (except a Permitted Security), or
 - 1 2 sell, transfer, lease, lend or otherwise dispose of (whether by a single transaction or a number of transactions and whether related or not), the whole or any part of its interest in any Security Asset (except for a Permitted Disposal)

No leasing

- 2 The Company will not without the prior written consent of the Security Agent or as expressly permitted under the relevant Finance Document, confer on any person
 - 2 1 any lease or tenancy of any of the Property or accept a surrender of any lease or tenancy (whether independently or under any statutory power),
 - 2 2 any right or licence to occupy any land or buildings forming part of the Property,
 - 2 3 or any licence to assign or sub-let any part of the Property

MCCARTHY & STONE (DEVELOPMENTS) LIMITED

Annexure 2

Definitions

"Bidco" means Mother Bidco Limited, a company incorporated in England and Wales with Company Number 05876749 and having its registered office at Level 7, Bishopsgate Exchange, 155 Bishopsgate, London EC2M 3YB,

"Finance Documents" means the Senior Finance Documents and the Mezzanine Finance Documents,

"Intercreditor Deed" means the Intercreditor Deed originally dated 1 August 2006 and amended and restated on 28 November 2006 between, inter alia, the Security Agent (1) and Bidco (2),

"Mezzanine Facility Agreement" means the Mezzanine Facility Agreement originally dated 1 August 2006 and amended and restated on 28 November 2006 and 28 February 2007 between, inter alia, the Security Agent (1) and Bidco (2),

"Mezzanine Finance Documents" means the Finance Documents (as such term is defined in the Mezzanine Facility Agreement),

"Permitted Disposal" means "Permitted Disposal" as that term is defined in each of the Senior Facilities Agreement and the Mezzanine Facility Agreement,

"Permitted Security" means "Permitted Security" as that term is defined in each of the Senior Facilities Agreement and the Mezzanine Facility Agreement,

"Property" means

- 1 The freehold land and buildings known as 7, 9 and 11 Salisbury Road, Andover, Hampshire, SP10 2JJ registered at HM Land Registry with title number HP529524,
- 2 The freehold land and buildings on the south side of Buckingham Road, Brackley, Northamptonshire registered at HM Land Registry with title number NN228148,
- 3 The freehold land and buildings at Underhill Street, Bridgnorth, Shropshire registered at HM Land Registry with title number SL146103,
- 4 The freehold land and buildings known as Grosvenor Garage, Burnage Lane, Greater Manchester, M19 2HZ registered at HM Land Registry with title number LA183044,
- 5 The freehold land and buildings known as 7-15 Bellington Road, Chesham, Buckinghamshire registered at HM Land Registry with title number BM97410,
- 6 The freehold land and buildings on the south side of Ifield Drive, Ifield, West Sussex registered at HM Land Registry with title number WSX306826,
- 7 The freehold land and buildings on the west side of Larchfield Street, Darlington, County Durham registered at HM Land Registry with title number DU4527,

- 8 The freehold land and buildings known as Ashcroft, Durham Moor, Durham, DH1 5EY registered at HM Land Registry with title number DU245012,
- 9 The freehold land and buildings on the north west side of The Avenue, Eaglescliffe, Stockton-on-Tees registered at HM Land Registry with title number CE194219,
- 10 The freehold land and buildings known as 11 13, 15 and 17 St Andrews Road, Coventry, CV5 6FP registered at HM Land Registry with title number WK78066,
- 11 The freehold land and buildings known as 10 Holtsmere Close, Watford, WD25 9NG registered at HM Land Registry with title number HD90463,
- 12 The freehold land and buildings known as 1520 Stratford Road, Hall Green, Birmingham, B28 9ET registered at HM Land Registry with title number WM849456,
- 13 The freehold land and buildings known as 5 Cornwall Road, Hatch End, Harrow, HA5 4LP registered at HM Land Registry with title number MX297387,
- 14 The freehold land and buildings known as 46-50 Wortley Road, Highcliffe, Christchurch, Dorset, BH23 5DT registered at HM Land Registry with title number DT290863,
- 15 The freehold land and buildings known as 1, 3 and 3a Brownberrie Lane, Horsforth, West Yorkshire, LS18 5SD registered at HM Land Registry with title number WYK275255,
- 16 The freehold land and buildings known as Cliffe Hyrdo Hotel, Hillsborough Road, Ilfracombe, Devon, EX34 9NP registered at HM Land Registry with title number DN283934,
- 17 The freehold land and buildings known as Manaton House, Dunheved Road, Launceston, PL15 9JE registered at HM Land Registry with title number CL150592,
- 18 The freehold land and buildings on the east side of Broadgate, Lincoln registered at HM Land Registry with title number LL39409,
- 19 The freehold land and buildings known as The Hendre, Cardiff Road, Llandaff, CF5 2DS registered at HM Land Registry with title number WA700711,
- 20 The freehold land and buildings known as The Pyramid, Kings Buildings, Lydney registered at HM Land Registry with title number GR299200,
- 21 The freehold land and buildings known as Norfolk Hotel, Eastern Esplanade, Margate, CT9 2HW registered at NM Land Registry with title number K266280,
- 22 The freehold land and buildings on the south west side of High Street, Newent, Gloucestershire registered at HM Land Registry with title number GR297660,
- 23 The freehold land lying to the north of Crocker Street, Newport, Isle of Wight registered at HM Land Registry with title number IW23201,
- 24 The freehold land and buildings known as 68 and 70 Dartmouth Road, Paignton, TQ4 5EX and Fir Tree House, The Riviera, Paignton, TQ4 5AP registered at HM Land Registry with title number DN542183,

- 25 The freehold land lying to the south of Seabank Court, Porthcawl, Bridgend registered at HM Land Registry with title number CYM298457 and CYM298456,
- 26 The freehold land and buildings known as Grove House, 52 North Road, Retford, Nottinghamshire, DN22 7XG registered at HM Land Registry with title number NT425316,
- 27 The freehold land and buildings known as 58 High Street South, Rushden, Northamptonshire, NN10 0QX registered at HM Land Registry with title number NN257098,
- 28 The freehold land and buildings on the east side of Station Street, Saffron Waldon, Essex registered at HM Land Registry with title number EX530938,
- 29 The freehold land and buildings known as The Limes Community Health Offices, Alcester Road, Stratford-upon-Avon, CV37 6PW registered at HM Land Registry with title number WK410246,
- 30 The freehold land and buildings known as 7 Somerton Road, Street, Somerset, BA16 0DR registered at HM Land Registry with title number WS26772,
- 31 The freehold land and buildings lying to the south west of Abbey Rise, Tavistock, Devon registered at HM Land Registry with title number DN296113,
- 32 The freehold land and buildings known as the former Cattle Market, Fairpoark Road, Wadebridge registered at HM Land Registry with title number CL230777,
- 33 The freehold land and buildings lying to the west of Oatlands Avenue, Weybridge, Surrey registered at HM Land Registry with title number SY367870,
- 34 The freehold land and buildings known as 23, 25, 27, 29 and 31 The Village, Wigginton, York, YO32 2PL registered at HM Land Registry with title number NYK329086,
- 35 The freehold land and buildings known as Queen Anne Court, Macclesfield Road, Wilmslow registered at HM Land Registry with title number CH432414,
- 36 The freehold land on the west side of Walk Lane, Wombourne, Wolverhampton registered at HM Land Registry with title number SF519142,
- 37 The freehold land on the north side of Prices Lane, Reigate, Surrey registered at HM Land Registry with title number SY436269,
- 38 The freehold land and buildings known as Catherine Court, Howth Drive, Woodley registered at HM Land Registry with title number BK41442,
- 39 The freehold land and buildings known as Dealcroft, Cheddar Close, Dovern, Cheddar Close and Valeview Towers, Vale Close, Liverpool registered at HM Land Registry with title number MS374206,
- 40 The freehold land lying to the north east of Allison Place, Bondgate Without, land adjoining Blackshaws Garage and land and buildings lying to the north of Bondgate Without, Alnwick registered at HM Land Registry with title numbers ND83856, ND136951 and ND140455,

- 41 The freehold land and premises in Southam Road and School Lane, land on the east side of Southam Road, land to the south of School Lane and land on the south side of School Lane registered at HM Land Registry with title numbers ON162430, ON266809, ON125719 and ON266641,
- 42 The freehold land and buildings known as 74-76 Pooley Green Road, Egham, TW20 8AL registered at HM Land Registry with title number SY754378,
- 43 The freehold land and buildings known as 25 Penn Road, Hazlemere, High Wycombe, HP15 7LN registered at HM Land Registry with title number BM125553,
- 44 The freehold land at Kings Road, Horsham, RH13 5PR registered at HM Land Registry with title number WSX308059,
- 45 The freehold land and buildings known as 5, 19 and Ambassador Hotel, Mount Wise, Newquay registered at HM Land Registry with title numbers CL39710, CL24891 and CL29700,

and where the context so admits includes

- (a) all buildings, erections, fittings and fixtures (including trade fixtures) and fixed plant and machinery at any time thereon,
- (b) all easements, rights and agreements in respect thereof
- (c) all proceeds of sale of that property, and
- (d) the benefit of all covenants given in respect thereof,

"Security" means a mortgage, charge, pledge, lien or other security interest securing any obligation of any person or any other agreement or arrangement having a similar effect,

"Security Beneficiaries" has the meaning given to that term in the Intercreditor Deed,

"Security Assets" means all property and assets from time to time mortgaged, charged or assigned (or expressed to be mortgaged, charged or assigned) by or pursuant to the Charge,

"Senior Facilities Agreement" means the Senior Facilities Agreement originally dated 1 August 2006 and amended and restated on 28 November 2006 and 28 February 2007 between, inter alia, the Security Agent (1) and Bidco (2), and

"Senior Finance Documents" means the Finance Documents (as such term is defined in the Senior Facilities Agreement)

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 00770529

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 14th MAY 2007 AND CREATED BY MCCARTHY & STONE (DEVELOPMENTS) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND AS SECURITY AGENT FOR THE SECURITY BENEFICIARIES AND ITS SUCCESSORS AND ASSIGNEES WHOMSOEVER (THE SECURITY AGENT) AND/OR THE OTHER SECURITY BENEFICIARIES (OR ANY OF THEM) ON ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 18th MAY 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 24th MAY 2007

Pargela



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES