

**Particulars of a mortgage or charge****395****A fee of £10 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

[ ] [ ] [ ] [ ]

01784060

Name of company

\* RETIREMENT CARE (BH) LIMITED

Date of creation of the charge

31 OCTOBER 2002

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

DEBENTURE

Amount secured by the mortgage or charge

All monies and liabilities which shall for the time being (and whether on as at any time after such demand) be due, owing or incurred to Investec Bank (UK) Limited by the Company whether actually or contingently and whether solely or jointly with any other person and whether as principal or surety and including interest discount commission or other lawful charges and expenses which Investec Bank (UK) Limited may in the course of its business charge in respect of any of the matters aforesaid or for keeping the Company's account.

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

INVESTEC BANK (UK) LIMITED  
2 GRESHAM STREET  
LONDON EC2V 7QP

Postcode

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

Eversheds  
1 Callahan Square  
Cardiff  
CF10 5BT

5.AB.EP.C11792

Time critical reference

For official Use  
Mortgage Section

Post room



PUB  
COMPANIES HOUSE

0052  
07/11/02

**M**

CHFP025

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legibly, preferably  
in black type, or  
bold block lettering

\*insert full name  
of Company

145985/170

Short particulars of all the property mortgaged or charged

By way of a legal mortgage all other freehold and leasehold property of the Company now vested in the Company (whether or not registered at H M Land Registry) together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon;

By way of a first fixed charge all estates or interests in future freehold and leasehold property of the Company and the proceeds of sale thereof together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon and all the goodwill and uncalled capital for the time being for the Company;

By way of first fixed charge all book debts and other debts now and from time to time due or owing to the Company together with the full benefit of all guarantees and securities therefore and indemnities in respect thereof;

By way of first fixed charge all plant machinery vehicles computers and office and other equipment owned by the Company both present and future;

Cont'd...

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in black type, or  
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lettering

Particulars as to commission allowance or discount (note 3)

-

Signed



Date 06.11.02

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 CF14 3UZ

By way of fixed charge all credit balances of the Company with other bankers or third parties;

By way of fixed charge all stocks shares debentures bonds notes loans capital of any subsidiary company and any other body corporate and all rights to subscribe for redeem convert other securities into or otherwise acquire any of the same which may now or hereafter belong to the Company together with all dividends interest and other income and all other rights of whatsoever kind deriving from or incidental to any of the foregoing;

By way of fixed charge the goodwill of the Company and its uncalled capital now or at anytime hereafter in existence;

By way of fixed charge all copyrights patents patent applications licences trade marks tradenames know how and inventions or other rights or every kind deriving therefrom now or at any time hereafter belonging to the Company and all fees royalties and other rights of every kind deriving from such copyrights patents trade marks tradenames know how and inventions;

By way of a first floating charge all other the undertaking assets property and rights of the Company whatsoever and wheresoever both present and future;

The property assets rights and income of the Company mortgaged and charged to the Bank by or pursuant to this Debenture are referred to as the Charged Property;

The Charge contains a negative pledge.

Please complete  
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in black type, or  
bold block lettering

**FILE COPY**



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

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

COMPANY No. 01784060

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 31st OCTOBER 2002 AND CREATED BY RETIREMENT CARE (BH) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO INVESTEC BANK (UK) LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 7th NOVEMBER 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12th NOVEMBER 2002.



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —

*P. Pan.*