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COMPANIES FORM No:395

Particulars of a mortgage or charge

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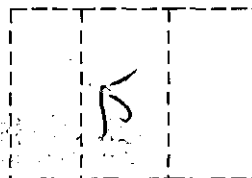
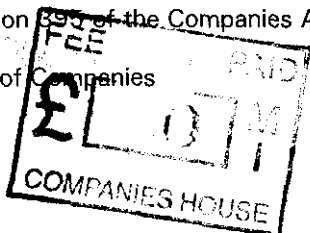
395Please do not write
in this margin

Pursuant to section 89 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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

01855768

Name of Company

Golcare Limited* Insert full name
of company

Date of creation of the charge

3 April 2000

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 now or hereafter due owing or incurred by the Company to the Chargee including further advances made on any account or in any manner whatsoever whether actual or contingent together with interest both before and after judgment and including without limitation commission and other banking charges and all legal and other costs, charges expenses and other payments incurred pursuant to the Debenture (including without limitation legal and other valuation costs) or in its preparation completion and enforcement.

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

Credit Suisse First Boston**5 Cabot Square****London****Postcode****E14 4QR**Presentor's name address and
reference (if any):

Dibb Lupton Alsop
101 Barbirolli Square
MANCHESTER
M2 3DL
LMB/BB/DEB395/D3847

For official use
Mortgage Section

Post room

JMA
COMPANIES HOUSE0300
07/04/00

Time critical reference

Short particulars of all the property mortgaged or charged

By Way of Legal Mortgage

None

By Way of first Fixed Charge

1. All other freehold and leasehold property of the Company both present and future and all fixtures (including trade fixtures) fixed plant and machinery on the same.
2. All book debts both present and future now or hereafter due owing to the Company together with the benefit of all rights negotiable instruments legal and equitable charges reservation of proprietary rights of tracing and unpaid vendors liens and similar and associated rights.
3. All other monetary debts and claims both present and future now or hereafter due owing to the Company together with the benefit of all rights relating thereto. (See Continuation Sheet).

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 Dibb Lupton Assoc Date 6.4.00

On behalf of mortgagee

τ 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 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.

Amount due or owing on the mortgage or charge (continued)

Please do not write in this binding margin

Please complete

legibly, preferably in
black type, or bold
block lettering

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

- 4 (a) All stocks shares and other interest including loan capital indebtedness or liabilities on any account owing to the Company both present and future of the Company in (and from) any Company which now or may become a subsidiary of the Company.
- (b) The full benefit of all stocks shares and securities which or the certificates of which now or in the future may be lodged with or held by the Bank or its agents or transferred to or registered in the name of the Bank or its agents or their respective nominees.
- (c) All rights in respect of or incidental to the premises described in 4a and 4b above.
- (d) All stocks shares rights moneys or property accruing or offered at any time by way of conversion redemption bonus preference option or otherwise to or in respect of property described in this paragraph 4 including all dividends interest and other income payable.
- 5 The goodwill and the uncalled capital of the Company both present and future.
- 6 The benefit of all present and future licences and all compensation payable thereunder.

By Way of First Floating Charge

The whole of the undertaking of the Company and all its property and assets and the first fixed charge property insofar as those charges are ineffective as fixed charges.

NOTE

The Debenture contains a negative pledge prohibiting the creation of any charge ranking in priority to or pari passu with the Debenture.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01855768

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 3rd APRIL 2000 AND CREATED BY GOLCARE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CREDIT SUISSE FIRST BOSTON ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 7th APRIL 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12th APRIL 2000.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC026