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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

CHA 116

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

To the Registrar of Companies

For official use

Company number

71

2003672

Name of company

* Quality Care Homes Limited (the "Borrower")

* insert full name
of company

Date of creation of the charge

27 February 1998

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

A Legal Charge (the "Charge") made between The Governor and Company of the Bank of Scotland (the "Bank") and the Borrower

Amount secured by the mortgage or charge

All sums of money owed and all liabilities or obligations to be carried out to the Bank at any time and from time to time by the Borrower whether:

- (i) they arise before or after the Bank has demanded that they are repaid or carried out;
 - (ii) they are owed or to be carried out immediately or only after a stated event has occurred;
 - (iii) the Borrower owes or is to carry them out on his own or jointly with any other persons;
 - (iv) the Borrower owes or is to carry them out on his own or as guarantor for other persons; together with Interest upon them and Expenses relating to them
- (all of the foregoing are referred to as the "Debt")

(Continued on continuation sheet 1, page 2)

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

The Governor and Company of the Bank of Scotland; and

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

Nabarro Nathanson
50 Stratton Street
London
W1X 6NX

For official use
Mortgage Section

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

1. The property known as Southfield Court Nursing Home, Southfield Road, Huddersfield and registered at H.M.Land Registry under Title Number WYK585410 ("the Property").
2. All buildings and other structures on, and items fixed to the Property.
3. Any goodwill relating to the Property or the business or undertaking conducted at the Property.
4. All plant, machinery and other items affixed to and forming part of the Property on or at any time after 27 February 1998.
5. The Rental Sums together with the benefit of all rights and remedies of the Borrower relating to them.
6. The proceeds of any claim made under any insurance policy relating to any of the foregoing.

(continued on continuation sheet 1 page 4)

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Particulars as to commission allowance or discount (note 3)

Nil

Signed Nobarro Nathanson

Date 5 March 1998

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

[†] 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.

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Particulars of a mortgage or charge (continued)

Continuation sheet No. _____
to Form No 395 and 410 (Scot)

CHA 116

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Company Number

2003672

Name of Company

Quality Care Homes Limited ("the Borrower")

Limited*

* delete if
inappropriate

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

"Interest" means any sum of money payable to the Bank by way of interest upon the Debt.

"Expenses" mean the total of the following:

- (i) any commission and other charges which the Bank may from time to time charge to the Borrower in the ordinary course of the Bank's business in respect of the Debt or any service provided by the Bank to the Borrower;
 - (ii) any costs, charges, premiums, fees and expenses incurred from time to time by the Bank or the Receiver under the Conditions and which are either repayable by the Borrower under the Conditions or are incurred in the exercise by the Bank or the Receiver of their powers under the Conditions;
 - (iii) any costs, charges and expenses incurred by the Bank or the Receiver in connection with the Bank or the Receiver doing anything to protect the Charge or to obtain possession of or sell or deal (in any other way allowed by the Conditions) with the Property;
- together with Value Added Tax upon such sums where appropriate.

"Conditions" means the Charge Conditions (1995 Edition) of the Governor and Company of the Bank of Scotland.

"Receiver" means any person (who may be an employee of the Bank) who is appointed by the Bank in writing to be the receiver and manager of all or any part of the Property and also any person who is substituted by the Bank in writing for such person.

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

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7. All unattached plant, machinery, chattels and goods now or at any time after 27 February 1998 on or in or used in connection with the Property or the business or undertaking conducted at the Property.

"Rental Sums" means all rents, profits, income, fees and other sums at any time payable by any lessees, underlessees, tenants or licensees of the Property to the Borrower pursuant to the terms of any agreements for lease, leases, underleases, tenancies or licences to which all or part of the Property is subject but not any sums payable in respect of services provided to such lessees, underlessees, tenants or licensees or payable in respect of insurance premiums or reasonable professional fees or expenses.

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02003672

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 27th FEBRUARY 1998 AND CREATED BY QUALITY CARE HOMES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 6th MARCH 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10th MARCH 1998.

A handwritten signature in dark ink, appearing to read 'R. N. Owens'.

RICHARD NEIL OWENS

for the Registrar of Companies



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

10/3/98