

M

CHFP041

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

Pursuant to section 395 of the Companies Act 1985

A fee of £10 is payable to Companies House in respect of
each register entry for a mortgage or charge.

AC 00400071

395

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

For official use Company number

Name of company

* FSHC (UK) Limited (the *Chargor*)

8 5

02032661

Date of creation of the charge

16 September 2004

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

Charge (the *Share Pledge*) dated 16 September 2004 made between the *Chargor* and Scarlet Finance Limited
(the *Lender*) over the shares listed in Continuation Sheet Number 4

Amount secured by the mortgage or charge

For a description of the amount secured by the Share Pledge please see Continuation Sheet Number 1
attached to this Form 395.

All capitalised terms used in this Form 395 shall have the meaning given to them in Continuation Sheet
Number 3 unless defined elsewhere in this Form 395.

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

Scarlet Finance Limited
6th Floor,
69 Park Lane,
Croydon, Surrey

Postcode CR9 1TQ

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

FRESHFIELDS BRUCKHAUS
DERINGER
~~65 FLEET STREET, LONDON~~
~~ENGLAND EC4Y 1HS~~
DX 23 LONDON/CHANCERY LANE
SWJ/MR/10607-0861

Time critical reference

For official use
Mortgage section

Post room



LD4
COMPANIES HOUSE

0371
06/10/04

Short particulars of all the property mortgaged or charged

For short particulars of all the property charged please see Continuation Sheet Number 2 attached to this Form 395.

Please do not write in this margin

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

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Particulars as to commission allowance or discount (note 3)

Signed *Frederick Brinkhaus Design*
On behalf of ~~company~~ mortgagee/chargee]*

Date *6* October 2004

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 CF4 3UZ.

*Delete as appropriate

CONTINUATION SHEET NUMBER 1

AMOUNT SECURED BY THE MORTGAGE OR CHARGE

T
10

All present and future obligations and liabilities (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever and in any currency) of each Obligor to the Lender under each or any of the Finance Documents or any other document evidencing or securing any such liabilities; all banking, legal and other costs, charges and expenses incurred by the Lender in connection with the protection, preservation or enforcement of its respective rights under the Finance Documents or such other document evidencing or securing any such liabilities; and all losses and damages sustained, suffered or incurred by the Lender arising out of or in connection with any act, matter or thing done or omitted to be done by the Chargor under the Share Pledge or by any Obligor under the Rhyme Loan Agreement, ***provided that*** this shall not include any obligation or liability to the extent that, if it were so included, the Share Pledge (or any part of it) would be unlawful or prohibited by any applicable law.

CONTINUATION SHEET NUMBER 2

PARTICULARS OF ALL THE PROPERTY MORTGAGED OR CHARGED UNDER THE SHARE PLEDGE

Security (Clause 3 of the Share Pledge)

As continuing security for the payment and discharge of all the Secured Liabilities the Chargor hereby charges to the Lender all of its whole right, title, interest and benefit in and to the Charged Assets.

The Share Pledge contains covenants for further assurance.

The Share Pledge contains a negative pledge.



CONTINUATION SHEET NUMBER 3

DEFINITIONS

Charged Assets means the Shares and all stocks, shares, warrants, securities, rights, moneys or property (including the dividends, interest or income thereon or therefrom) which may at any time accrue or be offered or arise by way of redemption, purchase, bonus, preference, option or otherwise in respect of or derived from any of the Shares or any derivatives thereof including the proceeds of any sale of any of the Shares. ✓

Finance Documents means the Rhyme Loan Agreement and the Share Pledge and any other document designated as Finance Documents by the Lender and the Chargor.

Obligor means FSHC (UK) Limited.

Rhyme Loan Agreement means the £350,000,000 facility agreement dated 3 July 2004 (as amended and restated on 17 August 2004) between (among others) Allianz Healthcare Beteiligungs GmbH as parent, Rhyme (Jersey) Limited and Rhyme (UK) Limited as borrowers and the Lender, together with each accession letter and transfer certificate relating to it.

Secured Liabilities means:

- (a) all present and future obligations and liabilities (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever and in any currency) of each Obligor to the Lender under each or any of the Finance Documents or any other document evidencing or securing any such liabilities;
- (b) all banking, legal and other costs, charges and expenses incurred by the Lender in connection with the protection, preservation or enforcement of its respective rights under the Finance Documents or such other document evidencing or securing any such liabilities; and
- (c) all losses and damages sustained, suffered or incurred by the Lender arising out of or in connection with any act, matter or thing done or omitted to be done by the Chargor under the Share Pledge or by any Obligor under the Rhyme Loan Agreement,

provided that this shall not include any obligation or liability to the extent that, if it were so included, the Share Pledge (or any part of it) would be unlawful or prohibited by any applicable law.

Shares means the stocks, shares and securities held by the Chargor in each of the companies set out in Continuation Sheet Number 4.

CONTINUATION SHEET NUMBER 4

Company	Number of Shares	Nominal Value of each Share	Description
Four Seasons Health Care (Isle of Man) Limited	2	£1.00	Ordinary
Four Seasons Health Care (Northern Ireland) Limited	2	£1.00	Ordinary
Four Seasons Health Care (England) Limited	3	£1.00	Ordinary

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04176216

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 28th SEPTEMBER 2004 AND CREATED BY PINK APPLE DESIGNS LTD FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 7th OCTOBER 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th OCTOBER 2004.

GRH
P.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02032661

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE DATED THE 16th SEPTEMBER 2004 AND CREATED BY FSHC (UK) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM EACH OBLIGOR TO SCARLET FINANCE LIMITED 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 6th OCTOBER 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th OCTOBER 2004.

GRH
DX.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —