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In accordance with
Section 860 of the
Companies Act 2006

MG01**Particulars of a mortgage or charge****A fee is payable with this form.**

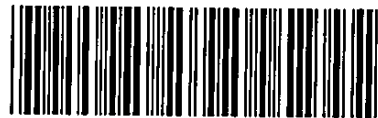
We will not accept this form unless you send the correct fee

Please see 'How to pay' on the last page

☒ **What this form is for**
You may use this form to register
particulars of a mortgage or charge
in England and Wales or Northern
Ireland

☐ **What this form is NOT for**
You cannot use this form to register
particulars of a charge for a
company. To do this, please use
form MG01s

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26/05/2011

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COMPANIES HOUSE

FOR OFFICIAL USE

1**Company details**

Company number 0 2 1 5 5 2 7 6

Company name in full Parkcare Homes Limited

Filling in this formPlease complete in typescript or in
bold black capitalsAll fields are mandatory unless
specified or indicated by ***2****Date of creation of charge**

Date of creation 2 4 0 5 2 0 1 1

3**Description**Please give a description of the instrument (if any) creating or evidencing the
charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'

Description

Standard Security

4**Amount secured**

Please give us details of the amount secured by the mortgage or charge

Amount secured

The payment and discharge of the Secured Obligations

Please see continuation sheet for definitions

Continuation pagePlease use a continuation page if
you need to enter more details

MG01

Particulars of a mortgage or charge

5 Mortgagee(s) or person(s) entitled to the charge (if any)

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge

Continuation page
Please use a continuation page if you need to enter more details

Name Deutsche Bank AG, London Branch (as security agent)

Address Winchester House, One Great Winchester Street, London

Postcode E C 2 N 2 D B

Name

Address

Postcode

6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Continuation page
Please use a continuation page if you need to enter more details

Short particulars Subjects at Mill Road, Cambuslang, Glasgow, 142 Mill Road, Cambuslang, Glasgow, and 1,2,3,4,5,6 and 7 Glencairn Gardens, Halfway, Cambuslang, Glasgow, registered in the Land Register of Scotland under Title Number LAN60663

MG01

Particulars of a mortgage or charge

7

Particulars as to commission, allowance or discount (if any)

Please insert the amount or rate percent of any commission, allowance or discount paid or made either directly or indirectly by the company to any person on consideration of his

- subscribing or agreeing to subscribe, whether absolutely or conditionally, or
- procuring or agreeing to procure subscriptions, whether absolute or conditional,

for any debentures included in this return The rate of interest payable under the terms of the debentures should not be entered

Commission, allowance or discount

NONE

8

Delivery of instrument

You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860) If the property is situated and the charge was created outside the United Kingdom (UK), you must deliver the information to the Registrar within 21 days after the date on which the instrument could have been received in the UK in the normal course of post and assuming you had posted it promptly (section 870)

We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 866) The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it Where a body corporate gives the verification, an officer of that body must sign it We will also accept a verified copy where section 867(2) applies (property situated in another part of UK)

9

Signature

Please sign the form here

Signature

Signature

X  X
For McGrogors LLP

This form must be signed by a person with an interest in the registration of the charge

MG01

Particulars of a mortgage or charge



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form and will establish where we return the original documents. The contact information you give will be visible to searchers of the public record.

Contact name Elaine Moffat

Company name MCGRIGORS LLP

Address Princes Exchange

1 Earl Grey Street

Post town Edinburgh

County/Region

Postcode E H 3 9 A Q

Country

DX DX ED 723301 EDINBURGH 43

Telephone 0131 777 7000



Certificate

We will send your certificate to the presenter's address if given above or to the Company's Registered Office if you have left the presenter's information blank.



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register
- ☐ You have included the original deed with this form
- ☐ You have entered the date the charge was created
- ☐ You have supplied the description of the instrument
- ☐ You have given details of the amount secured by the mortgagee or chargee
- ☐ You have given details of the mortgagee(s) or person(s) entitled to the charge
- ☐ You have entered the short particulars of all the property mortgaged or charged
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record.



How to pay

A fee of £13 is payable to Companies House in respect of each mortgage or charge.

Make cheques or postal orders payable to 'Companies House'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



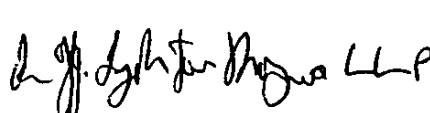
Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

MG01 - continuation page

Particulars of a mortgage or charge

4	Amount secured
	Please give us details of the amount secured by the mortgage or charge
Amount secured	<p>Defined terms in the foregoing Form MG01 have the meanings given herein</p> <p>"Additional Senior Secured Notes" means the £206 million senior secured notes due in 2018 issued pursuant to the Senior Secured Supplemental Indenture,</p> <p>"Additional Senior Secured Notes Guarantee" means the "Notes Guarantee" as defined in the Senior Secured Supplemental Indenture,</p> <p>"Creditor" has the meaning given to it in the Intercreditor Agreement,</p> <p>"Group" has the meaning given to it in the Intercreditor Agreement,</p> <p>"Intercreditor Agreement" means the intercreditor agreement dated 3rd February 2011 and made between, among others, Crown Newco 2 Limited, the Parent, the RCF Agent, the Senior Secured Notes Trustee, the Senior Unsecured Notes Trustee and the Security Agent (as each such term is defined therein),</p> <p>"Parent" means Crown Newco 3 plc a public limited company incorporated in England and Wales with registered number 07480550 and having its registered office at 1 South Place, London, EC2M 2WG,</p> <p>"Secured Obligations" means all present and future monies, debts, liabilities and obligations due at any time of any member of the Group to any Creditor (both actual and contingent and whether incurred solely or jointly with any other person or in any other capacity), including without limitation any amounts (such as post-insolvency interest) that would be included in any thereof but for any discharge, non-provability, unenforceability or non-allowance of those amounts in any insolvency or other proceedings, under</p> <ul style="list-style-type: none"> a) the RCF Finance Documents, b) the Hedging Agreements, c) the Senior Secured Notes Documents (including, for the avoidance of doubt, the Additional Senior Secured Notes, the Senior Secured Supplemental Indenture and the Additional Senior Secured Notes Guarantee), d) the Pari Passu Debt Documents, e) the Credit Facility Documents other than the RCF Finance Documents, and f) any Additional Liabilities in respect of any Secured Debt Documents, <p>(as each term is defined in the Intercreditor Agreement),</p> <p>provided that (d), (e) and (f) above shall only constitute "Secured Obligations" to the extent that the Security Agent has agreed in writing with the Parent to act as security trustee in respect of them,"</p> <p>"Secured Parties" has the meaning given to it in the Intercreditor Agreement,</p> <p>"Security Agent" means Deutsche Bank AG, London Branch of Winchester House, One Great Winchester Street, London, EC2N 2DB as security trustee for itself and in its capacity as security trustee for the Secured Parties which expression shall include any successor security trustee appointed from time to time, and</p> <p>"Senior Secured Supplemental Indenture" has the meaning given to it in the Intercreditor Agreement</p> <div style="text-align: right;">  </div>

MG09

Certificate of registration of a charge comprising property situated in another UK jurisdiction



- ☒ **What this form is for**
You may use this form to give notice
of a certificate of registration of a
charge comprising property situated
in another UK jurisdiction
- ☒ **What this form is**
You cannot use th
certificate of regist
for a company regi
in Scotland

e

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1 Company details		For official use	
Company number	0 2 1 5 5 2 7 6	→ Filling in this form Please complete in typescript or in bold black capitals All fields are mandatory unless specified or indicated by *	
Company name in full	Parkcare Homes Limited (the "Chargor")		
2 Date charge presented		1 As described on form MG01 'Particulars of a mortgage or charge' 2 Please tick as appropriate	
Date of, and parties to, the charge	It is hereby certified that the charge 1 Standard Security dated 07 04 11 by the Chargor in favour of Deutsche Bank AG, London Branch (as Security Agent)		
	was presented for registration on d2 d4 m0 m5 y2 y0 y1 y1		
Junsdiction	in 2 <input checked="" type="checkbox"/> Scotland <input type="checkbox"/> England and Wales <input type="checkbox"/> Northern Ireland		
3 Signature			
	Please sign the form here		
Signature	Signature <input checked="" type="checkbox"/> For McGrigors LLP <input checked="" type="checkbox"/>		
This form must be signed by a person with an interest in the registration of the charge			

MG09

Certificate of registration of a charge comprising property situated in another UK jurisdiction



Presenter information

You do not have to give any contact information but if you do, it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Elaine Moffat

Company name MCGRIGORS LLP

Address Princes Exchange

1 Earl Grey Street

Post town Edinburgh

County/Region

Postcode E H 3 9 A Q

Country

DX DX ED 723301 EDINBURGH 43

Telephone 0131 777 7000



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and number match the information held on the public Register
- ☐ You have shown the date of, and parties to, the charge in Section 2
- ☐ You have declared where the charge was presented for registration
- ☐ You have enclosed the form MG01 and a verified copy of the deed
- ☐ You have signed the form



Important information

Please note that all information on this form will appear on the public record



Where to send

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For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk



FILE COPY

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

Pursuant to section 869(5) & (6) of the Companies Act 2006

COMPANY NO. 2155276

CHARGE NO. 111

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A STANDARD SECURITY EXECUTED
ON 07.04.11 WHICH WAS PRESENTED FOR REGISTRATION IN
SCOTLAND ON 24 MAY 2011 AND CREATED BY PARKCARE
HOMES LIMITED FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM ANY MEMBER OF THE GROUP TO ANY
CREDITOR ON ANY ACCOUNT WHATSOEVER WAS
REGISTERED PURSUANT TO CHAPTER 1 PART 25 OF THE
COMPANIES ACT 2006 ON THE 26 MAY 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 3 JUNE 2011

By



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES