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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

*insert full name
of company

To the Registrar of Companies

For official use

Company number

118

02857862

Name of company

* Ebbgate Nursing Homes (London) Limited ("ENHL")

Date of creation of the charge

24th December, 1998

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

Charge of Account Balance between ENHL and Barclays Bank PLC
("Barclays") (the "Charge")

Amount secured by the mortgage or charge

All liabilities of Associated Nursing Services PLC (reg no: 1569256)
("ANS") now or at any time hereafter due, owing or incurred to Barclays
on any account or accounts or in respect of any obligations howsoever
incurred arising under the Guarantee dated 27th December, 1993 between
Barclays and ANS whether actually or contingently whether as principal
or surety together with discount commission and all other charges costs
and expenses.

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

Barclays Bank PLC, 54 Lombard Street, London EC3P 3AH

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

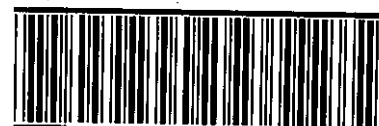
Slaughter and May
35 Basinghall Street
London
EC2V 5DB

Ref: CRS/MJZG 1348MJZG

Time critical reference

For official use
Mortgage Section

Post room



KLO *KBPHFCXP* 1409
COMPANIES HOUSE 12/01/99

Short particulars of all the property mortgaged or charged

The debt due from Barclays to ENHL represented by the credit balance of not less than £255,000 from time to time on the interest earning deposit account (account no: 70477613) opened by ENHL with Barclays and any account replacing it whether at the same or any other branch (the "Blocked Account") and interest accrued thereon but not credited subject to reduction in accordance with the terms of the Charge and the interest of ENHL in the Blocked Account.

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)

None

Signed

Gangster and May

Date

12/01/99

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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02857862

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OF ACCOUNT BALANCE DATED THE 24th DECEMBER 1998 AND CREATED BY EBBGATE NURSING HOMES (LONDON) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC ON ANY ACCOUNT WHATSOEVER UNDER THE GUARANTEE DATED 27th DECEMBER 1993 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 12th JANUARY 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th JANUARY 1999.


D. JENKINS

for the Registrar of Companies



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