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CHF P004

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legibly, preferably
in black type, or
bold block lettering*

* insert full name
of company

COMPANIES FORM NO. 395

Particulars of a mortgage or charge

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

395

526286/10

Pursuant to section 395 of the Companies Act 1985
To the Registrar of Companies
(Address overleaf – Note 6)

For official use



Company number

3003291

Name of company

***Ridgmont Care Homes (South) Limited**

Date of creation of the charge

25 August 2004

Description of the instrument (if any) creating or evidencing the charge (note 3)

Legal Mortgage

Amount secured by mortgage or charge

All monies, obligations and liabilities (actual or contingent) now or at any time or times hereafter due owing or incurred by the Company to the Finance Parties (or any of them) under, or pursuant to the Facility Agreement and/or Finance Documents whether as principal or surety on any account whatsoever including any such monies, obligations or liabilities acquired by or assigned or transferred to (in each case whether legally or beneficially) the Finance Parties (or any of them) and their successors in title and assigns and any person or entity deriving any estate, right or interest under or through it or them.

(please see Continuation Sheet No 1, page 2 of 4)

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

The Governor and Company of the Bank of Ireland

36 Queen Street

London

Postcode

EC4R 1HJ

Presentor's name address and
reference (if any): **Davies Arnold
Cooper, 6-8 Bouverie Street, London,
EC4Y 8DD. Ref: 427/3553.69**

Time critical reference

For official use
Mortgage Section



**LD5
COMPANIES HOUSE**

**0408
07/09/04**

Short particulars of all the property mortgaged or charged

By way of First Legal Mortgage the properties more particularly referred to below and all licences from time to time held by the Company to enter upon all used land and / or enabling any building upon the following properties (together the Mortgaged Property) to overhang or project into any space which is not in the ownership of the Company:-

The freehold property known as Drummuir 9-11 Northfield, Bridgwater, Somerset TA6 7EZ registered under title number ST201599

The freehold property known as Mountwood Nursing Homes, 11 & 11A Millway Road, Andover, Hampshire SP10 3EU registered under title number HP347382

The freehold property known as Hazelhurst, 23 Kings Road, Horsham, West Sussex RH13 5PP registered under title number WSX184054

Please see continuation sheet 1 page 4

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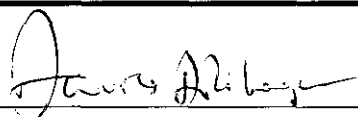
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Particulars as to commission allowance or discount (note 2)

NIL

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

Signed



Date 6 September 2004

On behalf of 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.
- 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 CF14 3UZ, DX: 33050 Cardiff

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COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot) (Cont.)
Particulars of a mortgage or charge
(continued)

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

1

Please complete
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Company number

3003291

Name of company

Ridgmont Care Homes (South)

Limited*

*delete if
inappropriate

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

Legal Mortgage

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

The following expressions have the following meanings:-

- 1 "Facility Agreement" means a Facility Agreement dated 24th August 2004 made between Ridgmont Care Homes Group Limited (1) The Governor and Company of the Bank of Ireland ("the Bank") (as agent and security trustee) (2) and the Bank and Fortis Bank S.A/N.V (3) as original lenders in relation to a £41,600,000 term facility and a £10,000,000 capital expenditure facility.
- 2 "Finance Documents" means (1) the Facility Agreement (2) the following security documents dated 25th August 2004 created by the Company in favour of the Bank (as security trustee):-
 1. a legal mortgage of the properties referred to above;
 2. a general mortgage debenture;
 3. a guarantee of the indebtedness of Ridgmont Care Homes Group Limited Ridgmont Care Homes Limited, Ridgmont Holdings Limited and/or Burnside Lodge Limited (the "Obligors" or each an "Obligor") to the Bank (as security trustee) under the Finance Documents.
 4. all agreements and documents from time to time entered into by any person to indemnify any Finance Party against any act or omission of the Company and each Obligor to guarantee the obligations of any Obligor under the Facility Agreement or otherwise to grant in favour of any Finance Party any security interest to secure any such guarantee, indemnity or the obligations of any Obligor under the Finance Documents.and (3) the following further security documents each dated 25th August 2004 and each created in favour of the Bank (as security trustee):-
 1. equitable charge over shares executed by Ridgmont Holdings Limited;
 2. general mortgage debenture executed by Ridgmont Holdings Limited;
 3. general mortgage debenture executed by Ridgmont Care Homes Limited;
 4. legal mortgage over Sowerby House, Sowerby, Thirsk and other properties executed by Ridgmont Care Homes Limited;;
 5. general mortgage debenture executed by Ridgmont Care Homes Group Limited;
 6. an equitable charge over shares executed by Ridgmont Care Homes Group Limited;
 7. a general mortgage debenture executed by Burnside Lodge Limited; and
 8. a legal mortgage over Appleby Care Homes Military Road, North Shields and another property executed by Burnside Lodge Limited.
3. "Finance Parties" means the Bank (as agent), the Bank (as original lender) and Fortis Bank S.A/N.V (as original lender) and any other entity who becomes a lender at any time pursuant to clause 26 of the Facility Agreement (as hereinafter defined).

Please note that the reference to "Facility Agreement" and "Finance Documents" is a reference (under the terms of the Facility Agreement) to those documents as the same may be modified, supplemented or novated from time to time.

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Name, addresses and descriptions of the mortgages or persons entitled to the charge
(continued)

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Short particulars of all the property mortgaged or charged (continued)

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The freehold property known as Birchwood Grove, 64/66 Sydney Road, Haywards Heath, West Sussex RH16 1QA registered under title numbers WSX111304 and WSX111308

The freehold property known as, and land adjoining, Highfield Nursing Homes, Bekesbourne Lane, Bekesbourne, Canterbury, Kent registered under title numbers K167051, K553893 and K705018

The freehold property known as Fairfield Manor and Woodlands Nursing Home (previously known as Fairfield Court), Fairfield Road, Broadstairs, Kent registered under title number K786803

The freehold property known as Cerne Abbas Manor, Cerne Abbas, Dorchester, Dorset registered under title number ST192565

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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. 03003291

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL MORTGAGE DATED THE 25th AUGUST 2004 AND CREATED BY RIDGMONT CARE HOMES (SOUTH) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME FROM THE COMPANY TO THE FINANCE PARTIES (OR ANY OF THEM) 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 7th SEPTEMBER 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10th SEPTEMBER 2004 .

GRH
P



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES