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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Please do not
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Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[[I I I]]

3075197

Name of company

* LIVING WITH CARE LIMITED

Date of creation of the charge

1 DECEMBER 1997

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

Legal Charge

Amount secured by the mortgage or charge

All monies and liabilities which now are or which at any time hereafter may be due, owing or incurred or made by the Borrower to the Lender including for the avoidance of doubt any further advances made after the date hereof or for which manner the Borrower may be or become liable to the Lender on any account or in any manner whatsoever whether alone or jointly with any other person, firm or corporation and in whatever style, name or form and whether as principal or surety whether certain or contingent upon the happening of any event together with interest on all such money and liabilities so due (whether before or after judgement which may be recovered therefor) to the date of actual repayment of the indebtedness upon such days in each year as the Lender shall from time to time fix and together with costs charges and expenses and other payments incurred or made by the Borrower pursuant or in relation to this Legal Charge (including, without limitation, legal and valuation costs) or in preparing, completing and enforcing the security hereby created (on a full and unqualified indemnity basis)

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

Credit Suisse First Boston
5 Cabot Square
London
E14 4QR

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

Bevan Ashford
Curzon House
Southernhay West
Exeter
EX4 3LY

AR/LM/EU027.54

Time critical reference

For official use
Mortgage Section



Short particulars of all the property mortgaged or charged

- (i) All that freehold property known as Whitegates, Stratton-on-the-Fosse, Bath, Somerset all of which is registered at H M Land Registry under title number ST69226 (the "Mortgaged Property") together with all buildings and fixtures thereon.
- (ii) The full benefit of all present and future licences held in connection with the business
- (iii) All compensation which may at any time become payable to the Borrower by virtue of the Licensing Act 1964 or any other statutory enactment on account of the non-renewal of any of the said licences and
- (iv) The goodwill of the business (if any) carried on by the Borrower at the Mortgaged Property.
- (v) The benefit of all guarantees or covenants by any surety or sureties of any of the lessee's obligations under any lease or underlease of the Mortgaged Property now existing or hereinafter granted.

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Particulars as to commission allowance or discount (note 3)

Signed Brian Ashford.

Date 11/12/97

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. 03075197

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 1st DECEMBER 1997 AND CREATED BY LIVING WITH CARE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CREDIT SUISSE FIRST BOSTON ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 12th DECEMBER 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17th DECEMBER 1997.

A handwritten signature in cursive script, appearing to read 'A. Hamilton'.

ALEX HAMILTON
for the Registrar of Companies



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