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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

York £10
124780

395

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



Pursuant to section 395 of the Companies Act 1985

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

For official use - Company number

3122208

Name of company

* Family Support Services (Midlands) Limited

Date of creation of the charge

9th February 2001

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

Legal Mortgage (the "Legal Mortgage")

Amount secured by the mortgage or charge

See Annexure A

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

AIB Group (UK) plc whose registered office is at 4 Queen's Square,
Belfast (the "Bank")

Postcode BT1 3DJ

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

Addleshaw Booth & Co
Sovereign House, PO Box 8
Sovereign Street, Leeds
LS1 1HQ

SNH/100114/12

Time critical reference

For official Use
Mortgage Section

m

Post room



A50
COMPANIES HOUSE

A309MYBH

0639
20/02/01

See Annexure B

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in black type, or
bold block
lettering

Particulars as to commission allowance or discount (note 3)

None

Signed Adleshaw Bork & Co

Date 19th February 2001

On behalf of [~~company~~] [~~mortgagee~~/chargee] †

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

† 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 CF4 3UZ

Annexure A

The payment or discharge to the Bank of the following:

- (a) all sums of money which have been or are now or may hereafter at any time or from time to time be advanced to the Company by the Bank;
- (b) all other indebtedness and/or liabilities whatsoever of the Company to the Bank present, future, actual and/or contingent and whether on any banking or other account or otherwise in any manner whatsoever including such indebtedness and/or liabilities due under the terms of the Legal Mortgage (whether alone or jointly or severally with any person and in whatever style; name or form and whether as principal or surety);
- (c) all costs and expenses incurred by the Bank and/or any Receiver (including any Receiver's remuneration) in relation to the Legal Mortgage and/or any such advances indebtedness and/or liabilities on a full indemnity basis (such costs, charges, and expenses shall for the avoidance of doubt include all amounts which the Bank may require from time to time to compensate it for its internal management and administrative costs and expenses incurred in connection with the enforcement of the security created by the Legal Mortgage and the recovery of the liabilities secured by it);
- (d) the amount of any acceptance or other credits and any cheques, notes or bills from time to time given or assumed by the Bank and all commission, discount and banking charges; and
- (e) interest and charges upon or relating to all such advances, indebtedness, liabilities, unpaid interest, costs and expenses, acceptance credits, cheques, notes, bills, commission, discount and banking charges until demand at the Agreed Rate of Interest or in default of any Agreed Rate of Interest, at the Specified Rate of Interest and from and after demand until full discharge (as well after as before judgment) at the Specified Rate of Interest or the Agreed Rate of Interest (whichever is the higher) and such interest shall be compounded monthly in the event of it not being punctually paid but without prejudice to the right of the Bank to require payment of such interest.

"Receiver" means a receiver appointed by the Bank pursuant to the Legal Mortgage.

"Agreed Rate of Interest" means the most recent rate of interest from time to time agreed between the Bank and the Company.

"Specified Rate of Interest" means a rate calculated on a daily basis five per cent (5%) per annum above the base rate of the Bank from time to time.

Annexure B

- (a) By way of legal mortgage all and singular 36 Porthill Road Newcastle-under-Lyme (title number SF198169) (the "Mortgaged Property");
 - (b) By way of specific charge the goodwill and connection of any business or businesses now or at any time during the continuance of the Bank's security carried on by or for the account of the Company upon all or any part of the Mortgaged Property;
 - (c) By way of floating security all moveable plant, machinery, implements, utensils, furniture, equipment, stock in trade, work in progress and other chattels of the Company now and from time to time placed on or used in or about the Mortgaged Property;
- 1 The Bank may by written notice convert the floating security into a specific charge as regards any assets specified in that notice.
 - 2 The Company covenants with the Bank not to create or permit to subsist any mortgage, charge or other encumbrance in favour of any other party or affecting the Mortgaged Property or any part or parts thereof without the prior written consent of the Bank.
 - 3 The Company covenants with the Bank not to sell, transfer, assign, lease, share or part possession with, declare a trust of, grant any right or rights over or otherwise dispose of the Mortgaged Property without the prior consent of the Bank.

Ref

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FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03122208

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL MORTGAGE DATED THE 9th FEBRUARY 2001 AND CREATED BY FAMILY SUPPORT SERVICES (MIDLANDS) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO AIB GROUP (UK) PLC ON ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF THE LEGAL MORTGAGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 20th FEBRUARY 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd FEBRUARY 2001.

R. Law



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES