

MG01

Particulars of a mortgage or charge



106858/13
iris
LASERFORM

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 reg
particulars of a charge for a Sec
company To do this, please use
form MG01s

THURSDAY



L3T72YJ7
LD2 20/10/2011 44
COMPANIES HOUSE

1 Company details

Company number 0 3 1 5 6 3 2 7

Company name in full Southern Cross Healthcare Services Limited (the "Company")

197 For official use

→ **Filling in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Date of creation of charge

Date of creation d3 d0 m0 m9 y2 y0 y1 y1

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 An English law charge over an account with National Westminster Bank Plc (the "**Charge Over Account**") dated 30 September 2011 granted by the Company in favour of SC Trustco Limited in its capacity as trustee for Southern Cross Healthcare Limited and HC-One Limited (formerly known as HC1 Limited) (the "**Secured Parties**") on the terms and conditions set out in the Charge Over Account (the "**Security Trustee**")

4 Amount secured

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

Amount secured All amounts which are or may become payable in the future by the Company under the indemnities as set out at clause 2 (*Indemnities*) of the Charge Over Accounts and any other amounts payable under the Charge Over Accounts (the "**Secured Liabilities**") The Secured Liabilities will not exceed £4,125,000

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

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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	SC Trustco Limited,
Address	Dukes Court, Dukes Street, Woking, Surrey (as the Security Trustee)
Postcode	G U 2 1 5 B H

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

1 FIXED CHARGE

The Company with full title guarantee charges absolutely by way of first fixed charge to the Security Trustee as trustee for the Secured Parties, all its right, title and interest in and to the Deposit (the "Secured Asset") as continuing security for the payment and discharge of the Secured Liabilities (the "Security").

2 FURTHER ASSURANCE

The Charge Over Accounts contains covenants for further assurance

3 NEGATIVE PLEDGE

The Charge Over Accounts contains a negative pledge

For capitalised terms used but not already defined please see below

DEFINITIONS:

"Account" means the account held by the Company with the Bank into which the Deposit is credited pursuant to clause 6.5 of the restructuring agreement dated on or about the date of the Charge Over Accounts between, amongst others, Southern Cross Healthcare Limited, HC-One Limited and the Security Trustee,

"Bank" means National Westminster Bank plc, and

"Deposit" means all sums standing to the credit of the Account constituting the Secured Asset from time to time

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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 *Clifford Chance*

X

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

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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 Kathryn McArdle (ref 70-40494676)

Company name
Clifford Chance LLP
via CH London Counter

Address 10 Upper Bank Street

Canary Wharf

Post town London

County/Region

Postcode E 1 4 5 J J

Country

DX 149120 Canary Wharf 3

Telephone 020 7006 1000



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



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 3156327
CHARGE NO. 197**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A CHARGE OVER ACCOUNT DATED
30 SEPTEMBER 2011 AND CREATED BY SOUTHERN CROSS
HEALTHCARE SERVICES LIMITED FOR SECURING ALL
MONIES DUE OR TO BECOME DUE FROM THE COMPANY NOT
EXCEEDING £4,125,000 UNDER THE TERMS OF THE
AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING
THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1
PART 25 OF THE COMPANIES ACT 2006 ON THE 20 OCTOBER
2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 25 OCTOBER
2011



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES