

MG04

Statement that part [or the whole] of the property
charged (a) has been released from the charge;
(b) no longer forms part of the company's property



☒ **What this form is for**
You may use this form to
register a statement that part
or the whole of the property
has a) been released from
the charge or b) ceased to
form part of the property

☐ **What this form is for**
You cannot use this
register a statement
the whole of the pro
been released from
or b) no longer form
the company's prop
company registered
To do this, please use MG04s

THURSDAY



A16 *AMCB1ZBU* 17/11/2011 401
COMPANIES HOUSE

se
uk

1 Company details

Company number 0 3 2 7 6 7 5 7

Company name in full Loppington House Limited

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 Creation of charge

Date charge created d1 d6 m0 m1 y2 y0 y0 y9

Description ① Deed of accession and charge

Date of registration ② d2 d7 m0 m1 y2 y0 y0 y9

- ① You should give a description of
the instrument (if any) creating or
evidencing the charge,
e.g. 'Legal charge'
- ② The date of registration may be
confirmed from the certificate

3 Name and address of chargee(s), or trustee(s) for the debenture holders

Please give the name and address of the chargee(s), or trustee(s) for the
debenture holders

Name Barclays Bank plc

Address 5 The North Colonnade, Canary Wharf,
London

Postcode E 1 4 4 B B

Name

Address

Postcode

Name

Address

Postcode

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

MG04

Statement that part [or the whole] of the property charged (a) has been released from the charge, (b) no longer forms part of the company's property

4**Short particulars of the property or undertaking which has been released from the charge or ceased to belong to the company**

Please give the short particulars of the property or undertaking which has been released from the charge or ceased to belong to the company

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

Short particulars

in respect of the Company

(a) the Business; and

(b) the Assets, including

(i) the Plant and Equipment;

(ii) subject to clause 8 of the Business Purchase Agreement, the benefit (subject to the burden) of the Home Contracts and Resident Contracts,

(iii) subject to clause 10 of the Business Purchase Agreement, the Property,

(iv) the Goodwill;

(v) subject to clauses 8.4 and 9 of the Business Purchase Agreement, the Records;

(vi) the Stock, and

(vii) the Computer Systems,

and excluding the Excluded Assets and Retained Liabilities

5**Property released or ceased to belong to the company**

I confirm that with respect to the charge described above that ①

☒ part of the property

☐ the whole of the property

has ①

☐ been released from the charge

☐ ceased to form part of the company's property or undertaking

☒ been released from the charge and ceased to form part of the company's property

① Please tick one box only

6**Signature**

Please sign the form here

Signature


Signature


X**X**

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


MG04

Statement that part [or the whole] of the property charged (a) has been released from the charge, (b) no longer forms part of the company's property

 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. The contact information you give will be visible to searchers of the public record.	
Contact name	James Duffy
Company name	DLA Piper UK LLP
Address	Princes Exchange
Princes Square	
Post town	Leeds
County/Region	West Yorkshire
Postcode	L S 1 4 B Y
Country	United Kingdom
DX DX.	12017 LEEDS
Telephone	08700 111 111

 Checklist
We may return forms completed incorrectly or with information missing.
Please make sure you have remembered the following:
<input type="checkbox"/> The company name and number match the information held on the public Register
<input type="checkbox"/> You have correctly completed the charge details in Section 2
<input type="checkbox"/> You have given the name and address of the chargee, or trustee for the debenture holders
<input type="checkbox"/> You have completed the details of the short particulars of the property charged
<input type="checkbox"/> You have completed both parts of Section 5
<input type="checkbox"/> You have signed the form

 Important information
Please note that all information on this form will appear on the public record.
 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 NR 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

MG04 - continuation page

Statement that part [or the whole] of the property charged (a) has been released from the charge, (b) no longer forms part of the company's property

4 Short particulars of the property or undertaking which has been released from the charge or ceased to belong to the company

Please give the short particulars of the property or undertaking which has been released from the charge or ceased to belong to the company

Short particulars

Definitions

"Agreement" means the business purchase agreement entered into between (1) the Company and (2) Voyage Limited dated on or about 31 October 2011 in respect of the disposal of the business and assets of the Gracelands Care Home,

"Assets" means, in respect of the Business, rights and assets of the Business to be sold to the buyer pursuant to the Agreement,

"Business" means the business of the provision of care operated by the Company at the Property;

"Business Day" means a day other than a Saturday, Sunday or public holiday in England,

"Company" means Loppington House Limited,

"Completion Date" means noon on the first Business Day that occurs five clear days after the date upon which all the conditions have been satisfied in respect of the Business, or on such other date and time as may be agreed between the parties;

"Computer Systems" means, in respect of the Business, except for any time and attendance equipment, all computer and communications hardware, microprocessors and any other physical items that connect with them which in each case are located at the Property at the Completion Date and are used primarily in connection with the Business,

"Excluded Assets" means the property, rights and assets not listed above and, for the avoidance of doubt, such exclusion shall include any cash located at the Property,

"Goodwill" means the goodwill of the Business and the exclusive right of the buyer to represent itself as operating the Business in succession to the Company;

"Home Contract" means any contract listed in schedule 6 of the Agreement, any contract entered into pursuant to schedule 5 of the Agreement and any other contract

(a) to which the Company is a party; and

(b) which exclusively relates to the Business;

"Plant and Equipment" means, in respect of the Business, any fixed or loose plant or equipment, fitting or other chattel that is located at the Property at the Completion Date and is used exclusively in connection with the Business;

MG04 - continuation page

Application for registration of a memorandum of satisfaction that part (or the whole) of the property charged (a) has been released from the charge, (b) no longer forms part of the company's property

4

Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

"Property" means Gracelands, Ellesmere Road, Whittington, Oswestry, Shropshire SY11 4DJ (title number: SL75741);

"Resident Contract" means, in respect of the Business, any contract agreement, undertaking, arrangement, order, or commitment (whether conditional or unconditional and whether by deed, under hand, oral or otherwise) (whether with a resident or with a third party in respect of a resident) to which the Company is a party that is in respect of the provision of care to a resident at the Property,

"Retained Liability" means, in respect of the Business, any liability incurred by the Company, the Southern Cross Group or any employee or director of a member of the Southern Cross Group prior to the Completion Date (including but not limited to liabilities as a result of a failure to comply with its obligations under the Seller CQC Registration),

"Seller CQC Registration" means, in respect of the Business, the registrations of the Company and any employees or directors of the Southern Cross Group by the Care Quality Commission to carry on regulated activities (as such term is defined under the Health and Social Care Act 2008) at the Property,

"Southern Cross Group" means, as at any time, Southern Cross Healthcare Group plc, the Company and each of their subsidiary and parent undertakings;

"Stock" means, in respect of the Business, any stock that is located at the Property at the Completion Date (unless such Stock is not used primarily in connection with the Business) or is used primarily in connection with the Business;