

COMPANIES FORM No. 395**Particulars of a mortgage or charge****395**

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



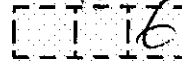
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Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



04059699

Name of company

* MAYFLOWER HOSPITALS LIMITED ("the Company")

Date of creation of the charge

10 JULY 2003

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

LEGAL CHARGE

Amount secured by the mortgage or charge

All liabilities to the Bank of any kind and in any currency (whether present or future actual contingent or whether incurred alone or jointly with another) together with the Bank's charges and commission Interest and Expenses.

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

National Westminster Bank plc ("the Bank")
135 Bishopsgate
London

Postcode EC2M 3UR

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

Eversheds LLP
1 Royal Standard Place
Nottingham
NG1 6FZ

Ref: 1366/KEH/542992v1

Time critical reference

For official Use
Mortgage Section

Post room



A19
COMPANIES HOUSE

0589
15/07/03

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write in
this margin

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

1. Charge

The Company covenants to discharge on demand the Company's Obligations and as a continuing security for such discharge and with full title guarantee charges to the Bank:

1.1 By way of legal mortgage of all interests and otherwise by way of fixed charge the Property (to the full extent of the Company's interest in the Property or its proceeds of sale);

1.2. By way of fixed charge:

1.2.1 All the plant machinery and fixtures and fittings of the Company now and in the future at the Property;

1.2.2 All furniture furnishings equipment tools and other chattels of the Company now and in the future at the Property and not regularly disposed of in the ordinary course of business.

1.3 By way of fixed charge the Goodwill and the proceeds of any insurance from time to time affecting the Property or the Charged Assets.

(continued)

Particulars as to commission allowance or discount (note 3)

Signed Freshfields LLP Date 14 July 2003

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

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payable to
Companies House
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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**.
- 5 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF14 3UZ

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

2.Restriction on Charging Leasing Disposing and Parting with possession

- 2.1 The Company will not without the Bank's prior written consent:
- 2.1.1 Create or permit to arise any mortgage charge or lien on the Property the Charged Assets or the Goodwill;
- 2.1.2 Grant or accept a surrender of any lease or licence of the Property the Charged Assets or the Goodwill;
- 2.1.3 Dispose of or part with or share possession or occupation of the Property the Charged Assets or the Goodwill.
- 2.2 The Company requests the Chief Land Registrar to enter a restriction on the Register of any Registered Land that except under an order of the Registrar no disposition by the proprietor(s) of the land is to be registered without the consent of the registered proprietor of this deed.

3.Definitions

- "Charged Assets" The assets charged by paragraph 1.2;
- "Company's Obligations" All liabilities to the Bank of any kind and in any currency (whether present or future actual contingent or whether incurred alone or jointly with another) together with the Bank's charges and commission Interest and Expenses;
- "Expenses" All expenses (on a full indemnity basis) incurred by the Bank or any Receiver at any time in connection with the Property the Charged Assets the Goodwill or the Company's Obligations or in taking or perfecting this deed or in preserving defending or enforcing the security created by this deed or in exercising any power under this deed or otherwise with interest from the date therein incurred;
- "Goodwill" The present and future goodwill of any business carried on at the Property by or on behalf of the Company;
- "Interest" Interest at the rate(s) charged to the Company by the Bank from time to time;
- "Property" Leasehold land and buildings being former Childrens Home, 83 East Bank Road, Sheffield more particularly demised by a Lease dated 2 June 2003 made between Sheffield City Council (1) and Safe Spaces Limited (2).

Ref: 543613

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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. 04059699

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 10th JULY 2003 AND CREATED BY MAYFLOWER HOSPITALS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NATIONAL WESTMINSTER BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 15th JULY 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18th JULY 2003.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —