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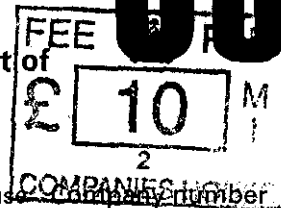
* Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

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

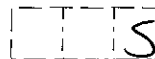


To the Registrar of Companies
(Address overleaf - Note 6)

For official use - Company number

Name of company

* CRAEGMOOR HOMES LIMITED



4790588

Date of creation of the charge

9 January 2004

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

Supplemental Legal Mortgage

Amount secured by the mortgage or charge

All present and future obligations and liabilities (whether actual or contingent and whether owned jointly or severally or in any capacity whatsoever) of Craegmoor Group Limited or Craegmoor Homes Limited to Barclays Bank under the facility agreement dated 16 October 2003, any guarantor accession agreement, servicing agreement, the priority agreement (if applicable) the Debenture and Memorandum of Deposit of Securities (together with the Finance Documents) and (if applicable) the Subordinated Finance Documents together with all costs, charges and expenses incurred by any Lender in connection with the protection, presentation or enforcement (in the case of protection or preservation, to the extent such costs, charges and expenses are reasonable) of its respective rights under the Finance Documents (as the case may be) or any other documents evidencing or securing any such liabilities.

The terms used in the above paragraph are defined in the continuation sheet attached

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

Barclays Bank plc
54 Lombard Street
London

Postcode EC3V 9EX

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

Simon Bishop & Partners
"Hillcainie"
St Andrew's Road WR9 8DJ
DX 19923 Droitwich

Time critical reference

For official use
Mortgage section

Post room



ADA
COMPANIES HOUSE

0739
27/01/04

Com 395-1/2

Short particulars of all the property mortgaged or charged

The Company charges by way of first legal mortgage in favour of Barclays Bank plc with full title guarantee the following:

Oaklands Care Home 87 Burton Road Derby registered at HM Land Registry under title number DY95017

Together with all buildings and fixtures (including trade fixtures) at any time thereon

Please refer to Schedule 1 for definitions of terms used in this form 395

Please do not write in this margin

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

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

Particulars as to commission allowance or discount (note 3)

Not applicable

Signed Simon Bishop and Partners

Date 26 January 2004

On behalf of [company] [mortgages/charges]*

*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.

SCHEDULE 1

CRAEGMOOR HOMES LIMITED
(Company no: 4790588)

Definitions of the terms used in form 395 and Schedule 1, as used in the Debenture

Debenture: means the debenture dated 16 October 2003 between Craegmoor Homes Limited and the Security Agent;

Facility Agent: Barclays Bank PLC as facility agent under the Warehouse Facility Agreement and its permitted successors and assigns;

Guarantor Accession Agreement: an agreement substantially in the form of Schedule F of the Warehouse Facility Agreement;

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04790588

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SUPPLEMENTAL LEGAL MORTGAGE DATED THE 9th JANUARY 2004 AND CREATED BY CRAEGMOOR HOMES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY OR CRAEGMOOR GROUP LIMITED TO BARCLAYS BANK PLC UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 27th JANUARY 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29th JANUARY 2004.

DX angelo



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —