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COMPANIES FORM No. 395

Particulars of a mortgage or charge

045796/13

395

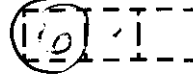
A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985.

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

For official use

Company number



05039648

Name of company

* Equity Solutions Lift Investments Cornwall Limited (the "Company")

Date of creation of the charge

15 February 2007

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

Deed of assignment of agreements (the "Assignment").

Amount secured by the mortgage or charge

All monies, obligations and liabilities (actual or contingent, present or future) from time to time due, owing or incurred by the Company to The Co-operative Bank p.l.c. (the "Bank") and whether as principal or surety, whether jointly or severally and on any account whatsoever.

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

The Co-operative Bank p.l.c.
PO Box 101
1 Balloon Street, Manchester

Postcode M60 4EP

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

Hammonds
Trinity Court
16 John Dalton Street
Manchester
M60 8HS

SZC/COO.036-0139

Time critical reference

For official Use (06/2005)

Mortgage Section

Post room

WEDNESDAY



A51

28/02/2007

429

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

By way of assignment the full benefit of all the Company's right, title and interest in and under the 306,111 notes of £1 each issued by Community 1st Cornwall Limited (company number 05039650) ("**CFCL**") to the Company pursuant to the terms of a deed poll dated 15 February 2007 (the "**Loan Notes**") and a subordinated legal charge dated 15 February 2007 executed by CFCL in favour of the Bank as security trustee for the Company(1) Partnerships For Health Limited(2) and Cornwall & Isles of Scilly Primary Care Trust(3) (the "**Subordinated Legal Charge**") (the Loan Notes and Subordinated Legal Charge being together the "**Agreements**"), including for the avoidance of doubt all rights of the Company to sue or take action in respect of any breach of the obligations of CFCL.

Negative Pledge

The Assignment contains restrictions preventing the Company from creating or permitting to come into being any security over the Agreements or from otherwise dealing with the Agreements.

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Hammond

Date

26 February 2007

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

A fee 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05039648

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF ASSIGNMENT OF AGREEMENTS DATED THE 15th FEBRUARY 2007 AND CREATED BY EQUITY SOLUTIONS LIFT INVESTMENTS CORNWALL LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CO-OPERATIVE BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 28th FEBRUARY 2007.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6th MARCH 2007.

EST.
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Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES