

M

COMPANIES FORM No. 395

045454/52

Particulars of a mortgage or charge

395

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

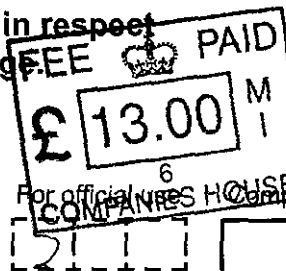
CHFP025

Please do not
write in
this margin

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

Pursuant to section 395 of the Companies Act 1985

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



For official use 6

Company number

Name of company

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

Date of creation of the charge

28 September 2006

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.36-128

Time critical reference

For official Use (06/2005)
Mortgage Section

Post room



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 139,218 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 25 May 2004 (the "**Loan Notes**") and the subordinated debenture dated 25 May 2004 executed by CFCL in favour of the Bank in its capacity as security trustee for the Company (1) Partnerships For Health Limited (2) North and East Cornwall Primary Care Trust (3) West of Cornwall Primary Care Trust (4) and Central Cornwall Primary Care Trust (5) (the "**Subordinated Debenture**") (the Loan Notes and Subordinated Debenture 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.

Particulars as to commission allowance or discount (note 3)

NIL

Signed hammond

Date 3 October 2006

On behalf of XXXXXX [mortgagee/chargee] †

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

Please do not write in this margin

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

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

† delete as appropriate

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 28th SEPTEMBER 2006 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 4th OCTOBER 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6th OCTOBER 2006.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —