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binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering* insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £10³ 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 5)

For official use

Company number

05265423

Name of company

* PREMIER FOSTER CARE LIMITED

Date of creation of the charge

Ninth day of February 2005

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

Second Legal Mortgage

Amount secured by the mortgage or charge

1. all sums of money which have been or are now or may hereafter at any time or from time to time be advanced to the Company by John Lloyd Powell ("the Lender");
2. all other indebtedness and/or liabilities whatsoever of the Company to the Lender present, future, actual and/or contingent and whether on any loan or other account or otherwise in any manner whatsoever including such indebtedness and/or liabilities due under the terms hereof (whether alone or jointly or severally with any person and in whatever style, name or form and whether as principal or surety);
3. all costs and expenses incurred by the Lender and/or any Receiver (including any Receiver's remuneration) in relation to this Legal Mortgage and/or any such advances indebtedness and/or liabilities on a full indemnity basis (such costs, charges, and expenses shall for the avoidance of doubt include all amounts which the Lender may require from time to time to compensate it for its internal management and administrative costs and expenses incurred in connection with the enforcement of this Security and the recovery of the liabilities secured by it);
4. interest and charges upon or relating to all such advances, indebtedness, liabilities, unpaid interest, costs and expenses, until the Event of Default at the Agreed Rate of Interest and thereafter, at the Default Rate of Interest until full discharge (as well after as before judgment) and such interest shall be compounded monthly.

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

JOHN LLOYD POWELL

33 Holly Royde Close, Manchester

Postcode M20 3HR

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

Linder Myers

Phoenix House 45 Cross Street
Manchester M2 4JF

ANM/30185.12/ntas

Time critical reference

For official Use
Mortgage Section

Post room

A21
COMPANIES HOUSE0117
26/02/05

1. By way of second legal mortgage all and singular The Old Toll House 51 Huddersfield Road Denshaw Oldham OL3 5SB (the "Property") together with all rights, easements, privileges, appurtenants to or benefiting the same and any fixed plant, machinery or equipment located upon the said property or properties;
2. By way of fixed charge the Goodwill; and
3. By way of fixed charge all monies payable from time to time to the Company pursuant to any policy of insurance including inter alia the refund of any premium.

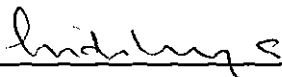
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bold block lettering

Particulars as to commission allowance or discount (Note 3)

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

Signed



Date 24/02/2005

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", "Debentures", "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:-

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05265423

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL MORTGAGE DATED THE 9th FEBRUARY 2005 AND CREATED BY PREMIER FOSTER CARE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO JOHN LLOYD POWELL AND/OR ANY RECEIVER ON ANY ACCOUNT WHATSOEVER 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 26th FEBRUARY 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2nd MARCH 2005.

P. Ceri



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES