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Please 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

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



06364434

Name of company

* Esquire Pearl Realty (Danbury) Limited (the "Company")

Date of creation of the charge

13 December 2007

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

A debenture dated 13 December 2007 and made between the Company and the Lenders (as described below)
(the "Debenture")

Amount secured by the mortgage or charge

All present and future obligations and liabilities, whether actual or contingent and whether owed jointly or severally, as principal or surety and/or in any other capacity whatsoever, owed by the Company to the Lenders under or in connection with a guarantee entered into on 13 December 2007 by the Company and others in favour of the Lenders (the "Guarantee") together with all costs, charges and expenses incurred by the Lenders in connection with the protection, preservation or enforcement of its respective rights under the Guarantee or any other document evidencing or securing any such liabilities and shall include interest on the above from the date of demand until the date of payment in full (as well after as before judgment) calculated on a daily basis at the rate determined in accordance with any agreement between the Company and the Lenders or, in the absence of any such agreement, at the rate of two per cent per annum above Bank of Scotland Plc's Base Rate (the "Secured Obligations")

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

Andrew Pickstock and Roland Pickstock of Brockton House, Brockton, Shifnal, Shropshire, TF11 9NA and Plas Dderwyn, Cwmnantymeichiad, Llanfyllin, Powys, SY22 5NA respectively (the "Lenders")

Postcode

Presentor's name address and
reference (if any)

Wragge & Co LLP
55 Colmore Row
Birmingham
B32AS

1957329/DBM1

Time critical reference

For official Use (Mortgage Section)

(fax
Rec'd)



PGD0800E

PMO 31-12-07 477
COMPANIES HOUSE

A12 *A9YR0VOR* 266
21/12/2007
COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

- 1 The Company with full title guarantee charges in favour of the Lenders as continuing security for the payment and discharge of the Secured Obligations
- (a) by way of legal mortgage, the Real Property,
 - (b) by way of fixed charge, any Real Property now or at any time after the date of the Debenture belonging to the Company,
 - (c) by way of fixed charge, all plant, machinery, vehicles, computers, office and other equipment owned by the Company,
 - (d) by way of fixed charge, future bank accounts, cash at bank and credit balances of the Company with any bank or other person and all rights relating or attaching to them (including the right of interest) and all related rights,
 - (e) by way of fixed charge, the Company's receivables,
 - (f) by way of fixed charge, the Company's future investments,
 - (g) by way of fixed charge, the Company's intellectual property,
 - (h) by way of fixed charge, the goodwill of the Company and its uncalled capital,
 - (i) by way of fixed charge, all rights and interest in and claims under all insurance policies and the benefit of all right and claims to which the Company is entitled under any contracts
- 3 By way of floating charge, the whole of the Company's undertaking and assets, present and future including (without prejudice to the generality of the foregoing) heritable property and all other property and assets in Scotland, other than any assets validly and effectively mortgaged, charged or assigned by way of security (whether at law or in equity) by the Debenture (the "Floating Charge Property")

See Appendix 1

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 W. M. S. G. E. L.

Date 19/12/07

On behalf of ~~[company]~~ ~~[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

Appendix to Form 395**Esquire Pearl Realty (Danbury) Limited (company number 06364434)****Short Particulars of all the property mortgaged or charged**

3 The Company with full title guarantee assigns to the Lenders as continuing security for the payment and discharge of the Secured Obligations all of its rights, title, interest and benefit from time to time in and to its material contracts, its insurance policies, its investments, its receivables and all present and future bank accounts, cash at bank and credit balances of the Company with any bank or other person

Negative Pledge

The Company shall not create or permit to subsist any mortgage, charge, lien, pledge or other security interest over any of the property charged in favour of the Lender under the Debenture, other than the Permitted Security (as defined in the Debenture) The Company shall not enter into a single transaction or a series of transactions (whether related or not and whether voluntary or involuntary) to sell, discount, factor, transfer, assign, lease, lend or otherwise dispose of any of the charged property other than the Floating Charge Property in the ordinary course of trading on an arms length basis

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Definitions

"Real Property" means the Company's estates or interests in all freehold (including commonhold), leasehold or other immovable property (including the property specified in Schedule 1 of the Debenture (as set out below)), and any buildings, fixtures or fittings from time to time situated on or forming part of such property, and includes all related rights

Schedule 1**Part A****Registered Land**

- 1) Land at Broomfield Hospital, Court Road, Broomfield, Chelmsford, CM1 7ET title number EX790517
- 2) Care Home at East Hanningfield Road, Sandon, Chelmsford, CM2 7TP title number EX338259

Part B**Unregistered Land**

None

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 06364434

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 13th DECEMBER 2007 AND CREATED BY ESQUIRE PEARL REALTY (DANBURY) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ANDREW PICKSTOCK AND ROLAND PICKSTOCK 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 31st DECEMBER 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2nd JANUARY 2008

James



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES