

MG01

Particulars of a mortgage or charge

000141/13



A fee is payable with this form.

We will not accept this form unless you send the correct fee.

Please see 'How to pay' on the last page.



What this form is for

You may use this form to register particulars of a mortgage or charge in England and Wales or Northern Ireland.



What this form is NOT

You cannot use this form to register particulars of a charge company. To do this, please use form MG01s.

THURSDAY



A35

AQNYQG90

31/12/2009

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COMPANIES HOUSE

For official use

1

Company details

Company number

0 6 6 2 4 6 6 0

Company name in full

Seven Stars Care Limited (the "Chargor")

Filling in this form

Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2

Date of creation of charge

Date of creation

2 4 1 2 2 0 0 9

3

Description

Please give a description of the instrument (if any) creating or evidencing the charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'.

Description

A legal charge dated 24 December 2009 (the "**Legal Charge**") granted by the Chargor in favour of the Royal Bank of Scotland plc as the bank (the "**Bank**") in relation to the Mortgaged Property (as defined in section 6 of this form MG01).

4

Amount secured

Please give us details of the amount secured by the mortgage or charge.

Amount secured

All present and future obligations and liabilities (whether actual or contingent, whether owed jointly, severally or in any other capacity whatsoever and whether originally incurred by the Borrower or by some other person) of the Borrower to the Bank under each of the Finance Documents (the "**Secured Obligations**").

Please refer to the continuation sheet in respect of this section 4 of this form MG01 for definitions of capitalised terms not otherwise defined in this form MG01.

Continuation page

Please use a continuation page if you need to enter more details.

MG01 - continuation page

Particulars of a mortgage or charge

4	Amount secured	
	Please give us details of the amount secured by the mortgage or charge.	
Amount secured	<p>"Borrower" means the Chargor in its capacity as borrower under the Facility Letter;</p> <p>"Debenture" means the fixed and floating charge debenture dated 24 December 2009 entered into by the Borrower in favour of the Bank;</p> <p>"Facility Letter" means the facility letter dated 4 December 2009 between Barchester Properties Construction Limited and the Bank (as novated to the Borrower pursuant to the Novation Deed and as further amended, varied, novated or supplemented from time to time);</p> <p>"Finance Documents" means each of the Facility Letter, the Debenture, the Subordination Agreement, any Share Charge, any Legal Charge Document and any other document designated as such by the Bank and the Borrower;</p> <p>"Legal Charge Document" means each legal charge, including but not limited to the Legal Charge, entered into or to be entered into by the Borrower in favour of the Bank which is supplemental to the Debenture;</p> <p>"Novation Deed" means the novation deed dated 24 December 2009 between the Borrower as new borrower, Barchester Properties Construction Limited as existing borrower, Barchester New Opco Limited as junior creditor and the Bank;</p> <p>"Parent" means Barchester Acquisitions Holdings Limited (registered in England and Wales number 07095593);</p> <p>"Share Charge" means any share charge entered into or to be entered into by the Parent in favour of the Bank;</p> <p>"Subordination Agreement" means the subordination agreement dated 4 December 2009 between Barchester Properties Construction Limited as debtor, the Junior Creditors (as defined therein) and the Bank (as novated to the Borrower pursuant to the Novation Deed).</p>	

MG01

Particulars of a mortgage or charge

5 Mortgagee(s) or person(s) entitled to the charge (if any)

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge.

Continuation page

Please use a continuation page if you need to enter more details.

Name The Royal Bank of Scotland plc

Address 280 Bishopsgate

London

Postcode E C 2 M 4 R B

Name

Address

Postcode

6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged.

Continuation page

Please use a continuation page if you need to enter more details.

Short particulars

The Borrower charged with full title guarantee in favour of the Bank, with the payment and discharge of the Secured Obligations, by way of first legal mortgage, the Mortgaged Property.

The Legal Charge and Facility Letter contain:

(i) restrictions on the ability of the Chargor to create or permit to subsist any Security on any part of the assets charged under the Legal Charge or dispose of or otherwise deal with any part of such assets; and

(ii) a covenant for further assurances.

"Mortgaged Property" means the freehold property to the rear of 527, 531, 533, 535, 537, 539 and 541 Bath Road, Saltford, Bristol BS31 3JG being the whole of the land comprised in title numbers ST254328 and ST260506 and part of the land comprised in title numbers ST261433 and AV185715 as shown edged red on the plan annexed to the Legal Charge.

"Security" means a mortgage, charge, pledge, lien or other security interest securing any obligation of any person or any other agreement or arrangement having a similar effect.

Capitalised terms not otherwise defined in this section 6 of this form MG01 shall have the meaning given to them elsewhere in this form MG01.

MG01

Particulars of a mortgage or charge

7 Particulars as to commission, allowance or discount (if any)

Please insert the amount or rate percent of any commission, allowance or discount paid or made either directly or indirectly by the company to any person on consideration of his:

- subscribing or agreeing to subscribe, whether absolutely or conditionally, or
- procuring or agreeing to procure subscriptions, whether absolute or conditional,

for any debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.

Commission allowance
or discount

8 Delivery of instrument

You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860). If the property is situated and the charge was created outside the United Kingdom (UK), you must deliver the information to the Registrar within 21 days after the date on which the instrument could have been received in the UK in the normal course of post and assuming you had posted it promptly (section 866).

We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 870). The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it. Where a body corporate gives the verification, an officer of that body must sign it. We will also accept a verified copy where section 867(2) applies (property situated in another part of UK).

9 Signature

Please sign the form here.

Signature

Signature

X *Clifford Chase LLP* X

This form must be signed by a person with an interest in the registration of the charge.

MG01

Particulars of a mortgage or charge



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form and will establish where we return the original documents. The contact information you give will be visible to searchers of the public record.

Contact name Peter Boulle/907093/7040461434

Company name Clifford Chance LLP

Address 10 Upper Bank Street

via CH London Counter

Post town London

County/Region

Postcode E 1 4 5 J J

Country United Kingdom

DX 149120 Canary Wharf 3

Telephone 020 7006 1000



Certificate

We will send your certificate to the presenter's address if given above or to the Company's Registered Office if you have left the presenter's information blank.



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have included the original deed with this form.
- ☐ You have entered the date the charge was created.
- ☐ You have supplied the description of the instrument.
- ☐ You have given details of the amount secured by the mortgagee or chargee.
- ☐ You have given details of the mortgagee(s) or person(s) entitled to the charge.
- ☐ You have entered the short particulars of all the property mortgaged or charged.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee.



Important information

Please note that all information on this form will appear on the public record.



How to pay

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

Make cheques or postal orders payable to 'Companies House.'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:

The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House, First Floor, Waterfront Plaza, 8 Laganbank Road, Belfast, Northern Ireland, BT1 3BS.
DX 481 N.R. Belfast 1.



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 869(5) & (6) of the Companies Act 2006

**COMPANY NO. 6624660
CHARGE NO. 2**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A LEGAL CHARGE DATED 24
DECEMBER 2009 AND CREATED BY SEVEN STARS CARE
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE BORROWER TO THE ROYAL BANK OF
SCOTLAND PLC ON ANY ACCOUNT WHATSOEVER UNDER
THE TERMS OF THE AFOREMENTIONED INSTRUMENT
CREATING OR EVIDENCING THE CHARGE WAS REGISTERED
PURSUANT TO CHAPTER 1 PART 25 OF THE COMPANIES ACT
2006 ON THE 31 DECEMBER 2009**

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9 JANUARY 2010

Dx. Sele.



Companies House
— for the record —



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**