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CHFP021

COMPANIES FORM No. 410(Scot)

Particulars of a charge created by a company registered in Scotland HOUSE

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

410

Please do not write in this margin

Pursuant to section 410 of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering	To the Registrar of Companies (Address overleaf - Note 6)	For official use	Company number SC232927			
		8				
	Name of company					
insert full name of company	*Southfield House Care Services Limited (the 'Company')					
	Date of creation of the charge (note 1)					
	28 September 2006					
	Description of the instrument (if any) creating or evidencing the charge (note 1)					
. •	Standard Security					

Amount secured by the charge

all obligations owing to the Finance Parties (defined as 'The Royal Bank of Scotland plc as Agent, The Royal Bank of Scotland plc as Arranger, The Royal Bank of Scotland plc as Security Trustee, The Royal Bank of Scotland as Issuing Bank, and The Royal Bank of Scotland plc as Overdraft Bank) by the Company, Swanton Care & Community Limited, Andrew Frederick Care Homes Limited or any other memer of the group, pursuant to the Finance Documents (defined as the Subordination Deed dated on or about the date of the Facility Agreement between Swanton Holdings (Jersey) Limited, Grove Limited, The Royal Bank of Scotland plc as Agent, and the Charging Group Companies being Swanton Care & Comminity Limited, Swanton (Jersey) Limited, Andrew Frederick Care Homes Limited and Southfield House Care Services Limited, any Fee Letter, any Hedging Agreement, any Transfer Certificate, any Overdraft Document, any Security Document, the Facility Agreement dated 12 September 2006 between Swanton Care & Community Limited, the Original Guarantors (as defined therein), The Royal Bank of Scotland plc as Agent, The Royal Bank of Scotland plc as Security Trustee, The Royal Bank of Scotland plc as Issuing Bank and The Royal Bank of Scotland as Overdraft Bank, or any other document given to any Finance Part by any member of the Group pursuant to the Finance Documents) including this Standard Security, whether present or future, actual or contingent (and whether incurred solely or jointly, and whether as principal or surety or in some other capacity), and including any liability in respect of any further advances made under any of the Finance Documents.

Names and addresses of the persons entitled to the charge

The Royal Bank of Scotland plc as trustee for the Finance Parties as defined above
280 Bishopsgate
London

EC2M 4RB

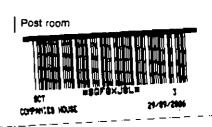
Presentor's name address telephone number and reference (if any):

Anderson Strathern

1 Rutland Court Edinburgh EH3 8EY

ARS/DJM/SAP0001.13

For official use (06/2005) Charges Section



Short particulars of all	the property charged.				Please do not
· ·	Slamannan, Falkirk, F	-K1 3BB	<u> </u>		write in this margin
					Please complete legibly, preférably in black type, or bold block lettering
Statement, in the case any ranking provision (r		to any restrictions on	power to grant	further securities and	
			·	·	
Particulars as to comm	ission, allowance or dis	scount paid (see section	n 413(3))		
					A fee is payable to Companies
Signed	1	<u>0t</u>	Date _	28/09/06	House in respect of each register
On behalf of [compare	wy] [chargee] †				entry for a mortgage or
Notes 1. A description of the inst charge see section 410(5) a Standard Security; date	charge. (See Note 5) † delete as appropriate				
grant further securities ran	iking in priority to, or pari p ting charge shall rank with	bassu with the floating chains any other subsisting or f	arge; and / or (2)	n the power of the company to the provisions, if any, regulating arges or fixed securities over the	
particulars correctly complithe charge. In the case of	leted must be delivered to a charge created out of the chithe copy of the instrum	the Registrar of Compan he United Kingdom comp ent creating it could, in di	ies within 21 day rising property si ue course of post	is form with the prescribed is after the date of the creation of tuated outside the U.K., within 21 t, and if despatched with due the charge should also be	

- 4. A certified copy must be signed by or on behalf of the person giving the certification and where this is a body corporate it must be signed by an officer of that body.
- 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 are to be made payable to Companies House.
- 6. The address of the Registrar of Companies is: Companies House, 37 Castle Terrace, Edinburgh EH12EB DX 235 Edinburgh 1 or LP - 4 Edinburgh 2

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number 232927

I hereby certify that a charge created by

SOUTHFIELD HOUSE CARE SERVICES LTD.

on 28 SEPTEMBER 2006

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of THE ROYAL BANK OF SCOTLAND plc

was delivered pursuant to section 410 of the Companies Act, 1985, on 29 SEPTEMBER 2006 given at Companies House, Edinburgh 2 OCTOBER 2006



