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COMPANIES FORM No. 395

Particulars of a charge

395

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number



872566

Name of company

THE ABBEYFIELD BRISTOL SOCIETY

Limited

Date of creation of the charge

24TH JULY 1997

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

LEGAL CHARGE

Amount secured by the mortgage or charge

All monies now due or hereafter to become due or from time to time accruing due from the Company to the Bank upon any account and in any manner whatsoever.

Short particulars of all the property mortgaged or charged

SECOND FLOOR FLAT, 224 REDLAND ROAD, REDLAND, CITY OF BRISTOL

TITLE NO. BL 35050

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

BARCLAYS BANK PLC

54 LOMBARD STREET
LONDON EC3P 3AH

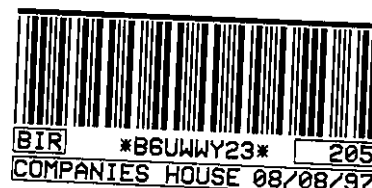
Presentor's name, address and
reference (*if any*): 20 - 13 42

BARCLAYS SECURITIES CENTRE
P.O. BOX 299
BIRMINGHAM
B1 3PF

For official use

Mortgage section

Post room



Time critical reference

Particulars as to commission, allowance or discount

Please do not
write in this
margin

FOR BARCLAYS BANK PLC

Signed



Date

5 AUG 1997

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

Designation of position in relation to the company: MANAGER
BARCLAYS SECURITIES CENTRE

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00872566

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 24th JULY 1997 AND CREATED BY ABBEYFIELD BRISTOL SOCIETY LIMITED(THE) FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 8th AUGUST 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12th AUGUST 1997.

Peter C Protheroe

for the Registrar of Companies



C O M P A N I E S H O U S E