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Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

Please do not write in this margin

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

To the Registrar of Companies

For official use Company number

2

03025072

Name of company

* PRESTIGE CARE LIMITED

*Insert full name of company

Date of creation of the charge

23rd JANUARY 1998

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

DEBENTURE

Amount secured by the mortgage or charge

All liabilities of the Company present and future actual and/or contingent to The Governor and Company of the Bank of Scotland

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

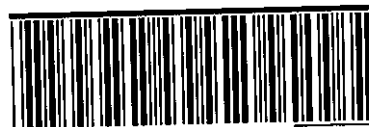
The Governor & Company of The Bank of Scotland	
Centrebank Division Law Section Teviot House 41 South Gyle Crescent	
Edinburgh	Postcode EH12 9BF

Presenter's name, address and reference (if any):

Sinton & Co.,
32 Portland Terrace
Newcastle upon Tyne
NE2 1SQ
Ref.AKW1453766

For official use
Mortgage section

Post room



COMPANIES HOUSE 06/02/98

COMPANIES HOUSE 31/01/98

Time critical reference

Short particulars of all the property mortgaged or charged

Please do not write in this margin

Please see attached sheet

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed



Date

26/1/98

On behalf of [company] [mortgagee/chargee]*

*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.

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By way of Legal Mortgage the freehold property known as Longlands Care Home 35 Longlands Road Middlesbrough Cleveland registered at H M Land Registry under Title Number CE86219 ("the property")

By way of legal mortgage, all the freehold and leasehold property of the Company now vested in it, whether or not the title thereto is registered at H M Land Registry, together with all buildings and fixtures (including trade and tenant's fixtures) now and hereafter thereon and all plant and machinery now and hereafter annexed thereto for whatever purpose:

By way of fixed charge, all freehold and leasehold property hereafter belonging to the Company together with all buildings and fixtures (including trade and tenant's fixtures) thereon and all plant and machinery annexed thereto for whatever purpose;

By way of fixed charge, all interests not hereinbefore effectively charged now or hereafter belonging to the Company in or over land or the proceeds of sale of land, all license now or hereafter held by the Company to enter upon or use the land, and the benefit of all other agreements relating to land to which the Company is or may become party or otherwise entitled, and all trade and tenant's fixtures, plant and machinery now and hereafter annexed for whatever purpose to all freehold and leasehold property, an interest in which stands charged hereunder;

By way of fixed charge, all the goodwill and uncalled capital for the time being of the Company;

By way of fixed charge, all stocks, shares and other securities now or hereafter owned (whether at law or in equity) by the Company, and all rights and interests of the Company in and claims under all policies or insurance and assurance now or hereafter held by or insuring to the benefit of the Company;

By way of fixed charge, all patents, trade marks, patent applications, brand names, service marks, copyrights, rights in the nature of copyright, design rights, registered designs and other intellectual property rights and agreements relating to the use by the Company of patents and trade marks to which the Company is now or may hereafter become entitled to the payment of any royalty fee or similar income;

By way of fixed charge, all book and other debts of the Company whether now or hereafter existing and whether presently payable or hereafter falling due for payment and all rights and claims of the Company against third parties now or hereafter existing and capable of being satisfied by the payment of money

By way of floating charge all the Assets (as defined in the Debenture) whatsoever and wheresoever not hereinbefore effectively charged by way of fixed charge, including (without

limitation) any immovable property of the Company situate in Scotland and any Assets falling within any of the types mentioned in sub-clauses 3.1.3. to 3.1.7 of the Debenture inclusive situate in Scotland, but so that the Company is not to be at liberty to create otherwise than in favour of the Bank any mortgage or fixed or floating charge or other security upon and so that no lien (other than a lien arising through operation of law in the ordinary course of business) shall in any case or in any manner arise on or affect any part of such Assets either in priority to or pari passu with the floating charge hereby created, and further that the Company shall have no power without the consent of the Bank to part with or dispose of any part of such Assets except by way of sale in the ordinary course of its business

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY No. 03025072

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 23rd JANUARY 1998 AND CREATED BY PRESTIGE CARE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND UNDER THE TERMS OF THIS DEBENTURE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 6th FEBRUARY 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th FEBRUARY 1998.

A handwritten signature in black ink, appearing to read "R. N. Owens".

RICHARD NEIL OWENS
for the Registrar of Companies



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

*Rank
cf
9/10/98*