

M

CHFP004

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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

A fee of £10 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



2647567

LS
60
-1498

395

Name of company

* LA PIERRE CARE HOMES LIMITED ("the Company")

Date of creation of the charge

9 March 2001

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

Deed of Debenture ("the Deed of Debenture")

Amount secured by mortgage or charge

All present and future obligations and liabilities (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever) of Craegmoor Group Limited or Parkcare Homes (No.2) Limited to Barclays Bank under the Facility Agreement dated 18 September 2000, any Guarantor Accession Agreement, the Servicing Agreement, the Priority Agreement (if applicable) the Debenture and the Memorandum of Deposit of Securities (together the "Finance Documents") and (if applicable) the Subordinated Finance Documents together with all costs, charges and expenses incurred by any Lender in connection with the protection, presentation or enforcement (in the case of protection or preservation, to the extent such costs, charges and expenses are reasonable) of its respective rights under the Finance Documents or the Subordinated Finance Documents (as the case may be) or any other document evidencing or securing any such liabilities.

The terms used in the above paragraph are defined in the continuation sheets attached hereto.

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

Barclays Bank plc *Security Agent (as agent & trustee for the lenders)*
P O Box 544, 1st floor
54 Lombard Street, London Postcode EC3V 9EX

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

Simon Bishop and Partners
"Hillcairnie"
St Andrews Road
Droitwich WR9 8DJ
DX 19923 Droitwich
ref: SJB GD P

Time critical reference

For official Use
Mortgage Section

Post room



A08
COMPANIES HOUSE
0700
27/03/01

Short particulars of all the property mortgaged or charged

Please refer to continuation sheets 1 and 2

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Particulars as to commission allowance or discount (note 3)

Not applicable

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Signed

Simon Bishop

Date

26/03/01

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.
- 5 Cheques and postal orders are to be made payable to **Companies House**
- 6 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF14 3UZ, DX: 33050 Cardiff

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COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)
Particulars of a mortgage or charge
(continued)

Continuation sheet No 1 of 2
to Form No 395 and 410 (Scot)

Company number

2647567

Please complete
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Name of company

LA PIERRE CARE HOMES

Limited *

* delete if
inappropriate

Description of the instrument relating or evidencing the mortgage or charge (continued) (note 2)

"Approved Company" means the entire issued share capital of a limited liability company incorporated in England and Wales or in Scotland whose sole business activities comprise owning and running Care Homes satisfying the criteria agreed from time to time between Parkcare Homes (No.2) Limited and Barclays Bank plc and which is approved in writing by Barclays Bank plc.

"CIBC Subordinated Facility" means a subordinated loan agreement on terms to be approved in writing by Barclays Bank plc which may be entered into between CIBC World Markets plc and Craegmoor Group Limited and/or a member of the Warehouse Group.

"Debenture" means the Debenture dated 18 September 2000 between (1) Parkcare Homes (No.2) Limited and (2) Barclays Bank plc (as security agent)

"Facility Agreement" means the £50,000,000 term loan facility agreement dated 18 September 2000 between (1) Craegmoor Group Limited (as Parent, Borrower and Guarantor) (2) Parkcare Homes (No.2) Limited (as Borrower and Guarantor) (3) Barclays Bank plc (as Arranger and Original Bank) and (4) Barclays Bank plc (as Facility Agent and Security Agent)

"Guarantor Accession Deed" means an agreement substantially in the form of Schedule F pursuant to Clause 18 of the Facility Agreement.

"Memorandum of Deposit of Securities" means the memorandum of deposit dated 18 September 2000 between (1) Craegmoor Group Limited and (2) Barclays Bank plc (as Security Agent)

"Priority Agreement" means a priority agreement to be entered into between, inter alios, the Security Agent, the Facility Agent and CIBC World Markets plc relating to security and guarantees taken from Craegmoor Group Limited and member of the Warehouse Group by way of Security for liabilities in respect of (if entered into) the CIBC Subordinated Facility.

"Servicing Agreement" means the servicing agreement to be agreed and entered into between Parkcare Homes (No.2) Limited and Craegmoor Group Limited

"Subordinated Finance Documents" has the meaning given in the term "Finance Documents" in the CIBC Subordinated Facility agreement and includes any and each other agreement or instrument supplementing or amending any such documents.

"Warehouse Group" means that group of companies consisting of the Company and Approved Companies purchased from time to time by the Craegmoor Group Limited as contemplated by Clause 3.1(a) of the Facility Agreement.

Amount due or owing on the mortgage or charge (continued)

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COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)
Particulars of a mortgage or charge
(continued)

Continuation sheet No 2 of 2
to Form No 395 and 410 (Scot)

Company number

2647567

Please complete
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Name of company

LA PIERRE CARE HOMES LIMITED

Limited *

* delete if
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Description of the instrument relating or evidencing the mortgage or charge (continued) (note 2)

1. Under the Debenture the Company as continuing security charges in favour of the Security Agent;
- (a) by way of legal mortgage all the freehold and leasehold property of the Company the title to which is registered at HM Land Registry and which is described in Schedule 1 of the Debenture, if any, together with all buildings, fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon;
- (b) by way of legal mortgage all other freehold and leasehold property of the Company now vested in it (whether or not registered at HM Land Registry) together with all buildings, fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon;
- (c) by way of first fixed charge all future freehold and leasehold property of the Company together with all buildings, fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon and all the goodwill and uncalled capital for the time being of the Company;
- (d) by way of first fixed charge all book debts and other debts now and from time to time due or owing to the Company;
- (e) by way of first fixed charge the benefit of all present and future licences, permissions, consents and authorisations (statutory or otherwise) held in connection with its business or the use of any of the freehold or leasehold property specified in sub-clause (a) above and the right to recover and receive all compensation which may at any time become payable to it in respect thereof;
- (f) by way of first fixed charge all stocks, shares, debentures, bonds, warrants, coupons or other securities and investments now or in the future owned by the Company from time to time; and
- (g) by way of a first floating charge the undertaking and all other assets of the Company whatsoever and wheresoever both present and future but so that the Company is not to be at liberty to create any mortgage or charge upon and so that no lien shall in any case or in any manner arise on or affect any part of all the assets of the Company the subject of any security created by the Deed of Debenture the Security Assets either in priority to or pari passu with the charge hereby created and further that the Company shall have no power without the consent of the Security Agent to part with or dispose of any part of such Security Assets except by way of sale in the ordinary course of its business; and
- (h) by way of assignment hereby assigns and agrees to assign to the Security Agent (as agent and trustee for the Lenders) by way of security all its right, title and interest (if any) in and to the Servicing Agreement.

Amount due or owing on the mortgage or charge (continued)

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FILE COPY



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

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

COMPANY No. 02647567

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF DEBENTURE DATED THE 9th MARCH 2001 AND CREATED BY LA PIERRE CARE HOMES LIMITED FOR SECURING ALL PRESENT AND FUTURE LIABILITIES OF CRAEGMOOR GROUP LIMITED OR PARKCARE HOMES (NO2) LIMITED (WHETHER ACTUAL OR CONTINGENT AND WHETHER OWED JOINTLY OR SEVERALLY OR IN ANY OTHER CAPACITY) TO BARCLAYS BANK PLC AS SECURITY AGENT (AS AGENT AND TRUSTEE FOR THE LENDERS) UNDER THE FACILITY AGREEMENT DATED 18 SEPTEMBER 2000 ANY OTHER DOCUMENT (ALL AS DEFINED) TOGETHER WITH ALL EXPENSES WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 27th MARCH 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29th MARCH 2001.

A handwritten signature in black ink, appearing to be 'D. J. ...'.



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES