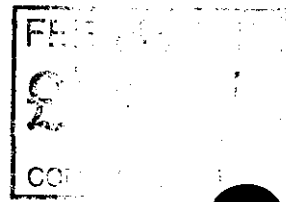


2156 to -  
019631



# 395

# M

CHFP004

## 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.**

Please do not write in this margin

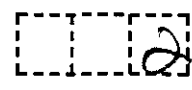
Please complete legibly, preferably in black type, or bold block lettering

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies  
(Address overleaf - Note 6)

For official use

Company number



2647567

Name of company

\* La Pierre Care Homes Limited

\* insert full name of company

Date of creation of the charge

26 May 2000

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

DEBENTURE

Amount secured by mortgage or charge

All monies obligations and liabilities (actual or contingent) at any time or times due, owing or incurred by the company to CSFB and/or UCB Healthcare Finance No.1 Limited whether as principal or as surety on any account whatsoever including any such monies obligations or liabilities acquired by or assigned or transferred to (in each case whether legally or beneficially) and any of the above entities and their respective successors in title and assigns and any person or entity driving any estate right or interest under or through it or them together with all expenses costs and charges incurred in relation to the performance or enforcement of the security incorporated in the Debenture.

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

Credit Suisse First Boston  
5 Cabot Square  
London ("CSFB") Postcode E14 4OR

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

Burges Salnon  
Narrow Quay House  
Narrow Quay  
Bristol BS1 4AH  
RCMR/PAB/21964.17

Time critical reference

For official Use  
Mortgage Section

Post room



A23  
COMPANIES HOUSE

\*AK6Y7R6Y\*

0344  
10/06/00

Short particulars of all the property mortgaged or charged

Please see attached Schedule.

Please do not write in this margin

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

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

*Borges Schuur*

Date

8/6/2000

On behalf of ~~[company]~~ [mortgagee/chargee]<sup>†</sup>

<sup>†</sup> 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  
M395

## SCHEDULE OF PROPERTY CHARGED

With full title guarantee the following assets from time to time owned by the Company or in which the Company may have an interest:

- 1 By way of first fixed equitable charge all estates or interest in any freehold or leasehold property (including the Property) from time to time belonging to or mortgaged or charged to the Company all licences from time to time held by the Company to enter upon or used land and/or enabling any building upon such property to overhang or project into any space which is not in the ownership of the Company and the benefit of all other agreements relating to land to which the Company is or may become a party or otherwise entitled and/or the proceeds of sale thereof ("**the Charged Property**")
- 2 By way of first fixed equitable charge all fixtures (including trade fixtures tenant's fixtures and plant and machinery whether fixed or not) from time to time in or on the charged Property and the proceeds of sale thereof.
- 3 By way of first fixed charge all of the Company's right title interest and benefit in and to any contract in respect of the whole or the part of the property assets business or undertaking rights benefits or documents which are subject to a security created under or pursuant to the Debenture ("**Charged Assets**")
- 4 By way of first fixed charge all book debts and other monetary debts and claims from time to time due or owing to the Company and the benefit of all connected rights.
- 6 By way of first fixed charge all stocks shares and/or other securities from time to time legally or beneficially owned by the Company or any nominee together with all bills of exchange promissory notes negotiable instruments loan capital indebtedness or liabilities on any account or in any manor from time to time owing to the Company.
- 7 By way of first fixed charge all intellectual property rights from time to time belonging to the Company.
- 8 By way of first fixed charge all the uncalled capital and good will from time to time belonging to the Company.
- 9 By way of first fixed charge all amounts realised upon the enforcement or execution of any Order of the Court under Sections 212, 213, 214, 238, 239, 244 or 423 of the Insolvency Act 1986.
- 10 By way of first fixed charge its rights under any hedging arrangements not otherwise assigned under the Debenture.
- 11 By way of first fixed charge all benefits in respect of insurances and all claims and returns of premiums.

- 12 By way of first fixed charge the benefit of all licences consents and authorisations (statutory or otherwise) held in connection with its business or the use of any Charged Asset and the right to recover and receive all compensation which may be payable to it in respect of them.
- 13 By way of first floating charge its undertaking and all its other property assets and rights whatsoever and wheresoever present or future of the Company to the extent not otherwise effectively mortgaged or charged pursuant to the Debenture.
- A The above assets are charged or as appropriate assigned as continuing security.
- B The Debenture secures further advances.
- C The Debenture contains restrictions upon dealing in any way (including charging) with any assets subject to a fixed charge legal mortgage or assignment and dealing in any way (including charging) with any assets subject to a floating charge other than in the ordinary course of business.
- D The Debenture contains a further assurance clause.

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**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 DEBENTURE DATED THE 26th MAY 2000 AND CREATED BY LA PIERRE CARE HOMES LIMITED FOR SECURING ALL MONIES OBLIGATIONS AND LIABILITIES DUE OR TO BECOME DUE FROM THE COMPANY TO CREDIT SUISSE FIRST BOSTON AND/OR UCB HEALTHCARE FINANCE NO.1 LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 10th JUNE 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th JUNE 2000.



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



COMPANIES HOUSE

*P. Law*