

# M

COMPANIES FORM No. 395

# 395

122614/52

CHWP000

Please do not  
write in  
this margin

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

## Particulars of a mortgage or charge

**A fee of £13 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

1 0 4

Company number

02155276

Name of company

\* Parkcare Homes Limited

\* insert full name  
of Company

Date of creation of the charge

03 October 2008

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

Standard Security

Amount secured by the mortgage or charge

The payment and discharge of the Secured Sums as defined in the attached paper apart

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

Barclays Bank plc

1 Churchill Place, London as Security Agent as defined in the attached paper apart

Postcode E14 5HP

Presenter's name address and  
reference (if any)

Archibald Campbell & Harley  
37 Queen Street, Edinburgh  
L 300 24

Time critical reference

For official Use (02/0  
Mortgage Section

WEDNESDAY



\*A0AL03Z7\*

A27

15/10/2008

330

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

ALL and WHOLE those subjects known as Lochwinnoch Day Centre (formerly St Joseph's Nursing Home) Lochwinnoch in the County of Renfrew registered in the Land Register of Scotland under Title Number REN27909

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)

Nil

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

Signed



Date 14 October 2008

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

**Notes**

<sup>†</sup> delete as appropriate

- 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 situated 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 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, Crown Way, Cardiff CF14 3UZ.

**PAPER APART – M395**

**PARKCARE HOMES LIMITED – Company Number 02155276**

<b>Beneficiary</b>	each Senior Finance Party, each Mezzanine Finance Party and each Hedge Counterparty
<b>Chargor</b>	<b>PARKCARE HOMES LIMITED</b> , a company incorporated under the laws of England and Wales with registered number 02155276 and having its registered office at Craegmoor House, Perdiswell Park, Worcestershire WR3 7NW
<b>Debenture</b>	the Debenture dated Eighteenth July Two Thousand and Eight granted by Craegmoor Mezzco Limited and Craegmoor Acquisitions Limited in favour of the Security Agent and acceded to by the Chargor on or about the date of this Standard Security as the debenture may be amended, restated, novated, varied or supplemented in any way from time to time
<b>Facilities Agreement</b>	the facilities agreement dated Eighteenth July Two Thousand and Eight as amended by an amendment and restatement agreement dated Twenty ninth August Two Thousand and Eight between Craegmoor Mezzco Limited (formerly Miro Mezzco Limited) (as the Parent), Craegmoor Acquisitions Limited (formerly Miro Acquisitions Limited) (as the Company), the Companies listed as Original Borrowers, the Companies listed as Original Guarantors, Barclays Leveraged Finance, Calyon and RBC Capital Markets (as Arrangers), Barclays Bank PLC (as Agent, Security Agent and Issuing Bank) and Barclays Bank PLC, Calyon and Royal Bank of Canada (as Original Lenders) to which the Chargor acceded as a Guarantor by deed of accession dated on or about the date of this Standard Security as the same may be amended, restated, varied, supplemented or novated in any way from time to time
<b>Finance Document</b>	each Senior Finance Document, each Mezzanine Finance Document and each Hedging Agreement and any other document designated as such by the Agent and the Parent and/or the Company
<b>Hedge Counterparty</b>	means each of the banks, financial institutions, trusts, funds and other entities which becomes a Hedge Counterparty
<b>Hedging Agreement</b>	means each master agreement, confirmation, schedule or other agreement in each case in the agreed form evidencing any hedging facility provided by a Hedge Counterparty to an Obligor
<b>Intercreditor Agreement</b>	the intercreditor agreement dated Eighteenth July Two Thousand and Eight as amended by an amendment and restatement agreement dated Twenty ninth August Two Thousand and Eight and made between inter alia Craegmoor Mezzco Limited (formerly Miro Mezzco Limited) (as the Parent), Barclays Bank PLC (as Security Agent, Senior Agent and Mezzanine Agent), Barclays Leveraged Finance, Calyon and others (each term as defined therein) and acceded to by the Chargor as an Obligor, on or about the date of the Standard Security
<b>Mezzanine Facility Agreement</b>	the mezzanine facility agreement dated Eighteenth July Two Thousand and Eight as amended by an amendment and restatement agreement dated Twenty ninth August Two Thousand and Eight between Craegmoor Mezzco Limited (formerly Miro Mezzco Limited) (as the Parent), Craegmoor Acquisitions Limited (formerly Miro Acquisitions Limited) (as the Borrower), the Original Guarantors, Barclays Leveraged Finance, Calyon and RBC Capital Markets (as Arrangers) and Barclays Bank PLC (as Agent and Security Agent) to which the Chargor acceded as a Guarantor by deed of accession dated on or about the

	date of this Standard Security as the same may be amended, restated, varied, supplemented or novated in any way from time to time
<b>Parent</b>	Craegmoor Mezzco Limited (formerly Miro Mezzco Limited), a company incorporated in England and Wales (registered number 6628024) whose registered office is at One South Place, London EC2M 2WG
<b>Secured Sums</b>	<p>all present and future obligations and liabilities (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever) of the Chargor to all or any of the Beneficiaries under each or any of the Finance Documents, in each case together with</p> <p>(a) all costs, charges and expenses incurred by any Beneficiary in connection with the protection, preservation or enforcement of its rights under any Finance Document, and</p> <p>(b) all moneys, obligations and liabilities due, owing or incurred in respect of any variations or increases in the amount or composition of the facilities provided under any Finance Document or the obligations and liabilities imposed under such documents</p>
<b>Security Agent</b>	<b>BARCLAYS BANK PLC</b> acting as security agent and trustee for the Beneficiaries including any successor appointed by the Beneficiaries pursuant to the Finance Documents
<b>Security Subjects</b>	ALL and WHOLE those subjects at St Joseph's Nursing Home, Lochwinnoch in the County of Renfrew registered in the Land Register of Scotland under Title Number REN27909
<b>Senior Finance Document</b>	means the Facilities Agreement and any other document designated as a such by the Agent and the Parent and/or the Company
<b>Standard Conditions</b>	the Standard Conditions specified in Schedule 3 to the Conveyancing and Feudal Reform (Scotland) Act 1970 and any lawful variation thereof operative for the time



CHWP000

## COMPANIES FORM No. 398

**Certificate of registration in  
Scotland or Northern Ireland  
of a charge comprising property  
situate there****398**

Pursuant to section 398(4) 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  
(Address overleaf)

For official use

Company number

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02155276

Name of company

\* insert full name  
of company

\* Parkcare Homes Limited

Kenneth Wyness Irons

of Archibald Campbell &amp; Harley, 37 Queen Street, Edinburgh, EH2 1JX

\* give date and  
parties to chargecertify that the charge \* Standard Security by Parkcare Homes Limited to Barclays Bank plc as  
Security Agent dated **2 OCTOBER 2008**† delete as  
appropriateof which a true copy is annexed to this form was presented for registration on **03 October 2008**  
in [Scotland] ~~[Northern Ireland]~~†

Signed

Date

14 October 2008

Presenter's name address and  
reference (if any)Archibald Campbell & Harley  
37 Queen Street  
Edinburgh  
EH2 1JX  
KI/KA/L 300 24For official Use (02/06)  
Mortgage Section

Post room

FRIDAY

A82 17/10/2008 57  
COMPANIES HOUSE



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

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

**COMPANY NO. 2155276**  
**CHARGE NO. 104**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH  
WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON 3  
OCTOBER 2008 AND CREATED BY PARKCARE HOMES LIMITED  
FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM  
THE COMPANY TO ALL OR ANY OF THE BENEFICIARIES ON  
ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF THE  
AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING  
THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1  
PART XII OF THE COMPANIES ACT 1985 ON THE 15 OCTOBER  
2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 16 OCTOBER  
2008



*Companies House*  
— for the record —

*PJ*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES