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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

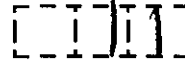
A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



2463465

037863/20

Name of company

* ADL PLC ("Company")

Date of creation of the charge

20 May 2004

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

Legal Charge ("Legal Charge")

Amount secured by the mortgage or charge

All the Company's liabilities to the Bank of any kind and in any currency (whether present or future, actual or contingent and whether incurred alone or jointly with another) including banking charges, commission, interest, costs and expenses ("Secured Obligations").

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

Fortis Bank S.A./N.V. ("Bank")
23 Camomile Street
London

Postcode EC3A 7PP

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

DLA LLP
Victoria Square House, Victoria
Square, Birmingham, B2 4DL

REF: KB - ADL - NEWSHAM

Time critical reference

For official Use
Mortgage Section



A09
COMPANIES HOUSE

0377
28/05/04

A35
COMPANIES HOUSE

0678
25/05/04

The Company with full title guarantee and as a continuing security for payment of all the Secured Obligations charges and agrees to charge in favour of the Bank by way of first legal charge all the present and future right, title and interest of the Company in and to the property known as Newsham House Nursing Home, 260, 262 Stroud Road, Gloucester GL4 0AX registered at HM Land Registry under title number GR153736 ("Property") which includes all buildings, fixtures (inc. trade fixtures) and fixed plant and machinery at any time thereon, all easements, rights and agreements in respect thereof, all proceeds of sale of the Property and the benefit of all covenants given in respect thereof.

Note 1: The Legal Charge contains covenants by the Company with the Bank not without the Bank's prior written consent to: (a) create or permit to subsist any Security Interest upon the Property; or (b) sell, transfer, lease lend or otherwise dispose of or part with (whether by a single transaction or a number of transactions and whether related or not) the whole or any part of its interest in any Security Asset.

Note 2: The security created by the Legal Charge is to be continuing security by virtue of clause 4.

Note 3: The Legal Charge gives the Bank the power to appoint a Receiver by virtue of clauses 11 and 12.

Note 4: The Legal Charge allows the Bank to recover all costs and expenses in connection with the Legal Charge by virtue of clause 24.

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)

Signed



Date 20 May 2004

On behalf of ~~[company]~~ [mortgagee/chargee]†

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

† 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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02463465

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 20th MAY 2004 AND CREATED BY ADL PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO FORTIS BANK S.A./N.V. ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 28th MAY 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2nd JUNE 2004.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —