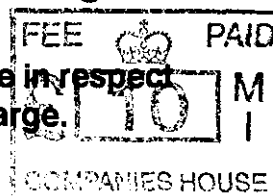


COMPANIES FORM No. 395

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.

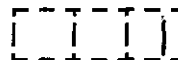


Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



03872601

Name of company

* Solutions (Yorkshire) Limited

Date of creation of the charge

22 March 2002

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

Charge Deed

Amount secured by the mortgage or charge

Any sum advanced by the Lender to the Company and includes any further advance or re-advance to the Company and all other monies which now are or at any time afterwards may be or become due from the Company to the Lender and the discharge of all obligations and liabilities whether actual or contingent (including further advances made by the Lender after the date of this Charge as secured directly or indirectly by this Charge) now or afterwards owed by the Company to the Lender whether on any current or other account or otherwise in any manner whatever (whether alone or jointly and in whatever style, name or form and whether as principal or surety) and whether originally owing to the Lender or purchased or otherwise acquired by it together with interest to the date of payment at such rates and upon such terms as may from time to time be determined by the Lender in accordance with this Charge or any offer in writing whereby the Lender offers to advance any sum to the Company or any further advance or re-advance to the Company and all commission, fees and other charges and all legal and costs and ../cont

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

Northern Rock plc
Northern Rock House
Gosforth
Newcastle upon Tyne

Postcode NE3 4PL

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

Pinsent Curtis Biddle
1 Park Row
LEEDS
LS1 5AB

TJW/505057.07093

Time critical reference

TJW/505057.07093

For official Use
Mortgage Section

Post room



RLE
COMPANIES HOUSE

0242
10/04/02

M

CHFP025

Please do not
write in
this margin

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

*insert full name
of Company

Please do not
write in
this margin

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legibly, preferably
in black type, or
bold block
lettering

1. By way of legal mortgage all that freehold property known as Harewood Court Nursing Home, 89 Harehills Lane, Leeds registered with title absolute under number WYK665044 and all fixtures and fittings from time to time attached to the property and by way of specific charge all income from time to time arising or payable to or on behalf of the Company in relation to the property and the proceeds of any disposal in respect of the property and all deeds and documents from time to time relating to the same and all monies due or owing at any time under any insurance policies or compensation arrangements relating to the property; and

2. An assignment to the Lender of any option to purchase the freehold or superior leasehold or to obtain a new lease of the property, any guarantees relating to the property, any share or membership rights in the resident's association or management company relating to the property and any other benefit or right of any kind relating to the property, its construction or use; and

3. A charge to the Lender by way of fixed charge of the equipment and goods listed in the charge (if any) and all other fixtures, fittings, ./cont

Particulars as to commission allowance or discount (note 3)

None

Signed



Date 10 April 2002

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

**Particulars of a mortgage or charge
(continued)**

CHFP025

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binding margin

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

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

Company Number

03872601

Name of Company

Solutions (Yorkshire) Limited

~~limited~~*

* delete if
inappropriate

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

expenses (including internal administrative costs) incurred by the Lender in relation to this Charge in enforcing or seeking to enforce the security created by the Charge on a full indemnity basis and commission, interest, fees and charges to the date of payment (as well after as before any demand or judgement) at the rates and upon the terms from time to time agreed between the Company and the Lender and if no such agreement determined by the Lender in accordance with this Charge or any offer in writing whereby the Lender offers to advance any sum or any further advance or re-advance by the Company.

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

Please do not
write in this
binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

..plant and machinery which may from time to time be erected on or affixed to the property; and

4. By way of floating charge all other moveable plant, machinery, implements, building materials of all kinds, utensils, furniture and equipment now or from time to time placed on or used in or about the property and belonging to the Company; and

5. A charge to the Lender by way of floating charge of the undertaking and all other property, assets and rights of the Company whatsoever and wheresoever both present and future (including but not limited to the property and assets referred to in items 1 to 3 and the stock in trade of the Company); and

6. An assignment to the Lender of the goodwill of the Company in each and every business from time to time carried on by the Company whether from the property or elsewhere and the benefit of all licences, consents, certificates, registrations, permits, orders or other similar matters required in connection with the property or such business which the Company may hold in connection with any business and all present and future patents, patent applications, inventions, trademarks, trademark applications, brand and trade names, registered designs and applications for such designs, design rights, copyrights and rights in the nature of copyright, computer programs and know how and trade secrets and all licences and sub-licences now or herein granted to or by the Company in respect of any rights of the above nature and all other intellectual property rights and ancillary rights and benefits including all royalties, fees and other income deriving from the same both present and future in relation to and for the benefit of the Company's business or in which the Company may have an interest and the benefit of all present and future agreements entered into or the benefit of which is enjoyed by the Company relating to the use or exploitation of rights of such nature whether owned by the Company or others.

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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03872601

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE DEED DATED THE 22nd MARCH 2002 AND CREATED BY SOLUTIONS (YORKSHIRE) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NORTHERN ROCK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 10th APRIL 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 16th APRIL 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

2051
MB