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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



4226452

Name of company

* Independent Community Living (Holdings) Limited ("the Company")

Date of creation of the charge

7 May 2003

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

Memorandum of Deposit of Securities by Depositor ("the Memorandum") dated 7 May 2003 between the Company and Barclays Bank PLC ("the Security Agent") as security agent and trustee for itself and the Lenders (as defined below).

Amount secured by the mortgage or charge

All obligations and liabilities as at the date of the Memorandum and thereafter (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever) of each Obligor (as defined below) to the Lenders (or any of them) under each or any of the Finance Documents (as defined below) together with all costs, charges and expenses incurred by any Lender in connection with the protection, preservation 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 any other document evidencing or securing any such liabilities (together "the Secured Liabilities"), together with Interest.

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

Barclays Bank PLC, 54 Lombard Street, London

Postcode EC3V 9EX

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

Barlow Lyde & Gilbert
Beaufort House
15 St Botolph Street
London
EC3A 7NJ

For official Use
Mortgage Section

Post room



LD3
COMPANIES HOUSE

0493
21/05/03

Time critical reference

2994607

CHFP025

Please do not
write in
this margin

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

*insert full name
of Company

Short particulars of all the property mortgaged or charged

See Schedule 1 for particulars of the property mortgaged or charged and Schedule 2 for the definitions of terms used in this Form 395 and in Schedule 1.

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

Signed Barton Hyde & Orskine Date 21 May 2003

On behalf of [company] ~~[mortgagor/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

SCHEDULE 1**INDEPENDENT COMMUNITY LIVING (HOLDINGS) LIMITED**

**SHORT PARTICULARS OF THE PROPERTY MORTGAGED OR
CHARGED PURSUANT TO THE MEMORANDUM**

The Company declared that the securities and executed blank stock transfer forms relating thereto deposited with or transferred to the Security Agent or trustees for or nominees of the Security Agent and set out in the Annex to this Schedule (as specified in the Schedule to the Memorandum) (the "**Securities**") and any further or other securities and executed blank stock transfer forms deposited or transferred by the Company to the Security Agent or its trustees or nominees in substitution for or in addition to the securities are so deposited or transferred to secure the payment or discharge of the Secured Liabilities and Interest.

SCHEDULE 1**INDEPENDENT COMMUNITY LIVING (HOLDINGS) LIMITED**

**SHORT PARTICULARS OF THE PROPERTY MORTGAGED OR
CHARGED PURSUANT TO THE MEMORANDUM**

Annex to Schedule 1**SECURITIES**

Nominal Amount	Details of Security
£50,000	50,000 Ordinary Shares in INDEPENDENT COMMUNITY LIVING LIMITED (No.2989725)

SCHEDULE 2

INDEPENDENT COMMUNITY LIVING (HOLDINGS) LIMITED

SHORT PARTICULARS OF THE PROPERTY MORTGAGED OR CHARGED PURSUANT TO THE MEMORANDUM

Accession Agreement means the agreement pursuant to which an additional Guarantor accedes to the Acquisition Facility Agreement;

Acquisition Facility Agreement means the £27,000,000 facility agreement dated on or about the date of the Memorandum between, amongst others, Inputrelate Limited (as Borrower), Parkcare Homes (No. 2) Ltd, the Guarantors, the Arranger, the Original Bank, the Facility Agent and the Security Agent, together with each Accession Agreement and Substitution Certificate relating thereto and any and each other agreement or instrument supplementing or amending it;

Arranger means Barclays Bank PLC;

Borrower means Inputrelate Limited;

Companies means Craegmoor Group Limited, Parkcare Homes (No.2) Limited, Challenge Care Limited, Grovedraft Limited, La Pierre Care Homes Limited, JC Care Limited, Johnston Care Limited, Cotswold Care Services Limited, Treehome Limited, GWS Claremont Limited, Heddfan Care Limited, Lansdowne Road Limited, Lothlorien Community Limited and RJ Homes Limited;

Facility Agent means Barclays Bank PLC;

Finance Documents has the meaning given to that term in the Acquisition Facility Agreement and includes any and each other agreement or instrument supplementing or amending any of such documents and, for the avoidance of doubt, includes the Acquisition Facility Agreement and the Memorandum;

Guarantor means the Companies and each additional Guarantor;

Interest means interest payable on amounts unpaid when due under the Finance Documents, to the extent that such interest is not a Secured Liability;

Lender means each of the Facility Agent, the Security Agent, the Arranger and the banks parties to or having an interest under the Finance Documents from time to time (together the **Lenders**);

Obligors means the Borrower and each Guarantor;

Original Bank means Barclays Bank PLC;

Substitution Certificate means the document pursuant to which banks party to the Acquisition Facility Agreement transfer all or any part of their rights, benefits and/or obligations under the Finance Documents to another bank.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04226452

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MEMORANDUM OF DEPOSIT OF SECURITIES DATED THE 7th MAY 2003 AND CREATED BY INDEPENDENT COMMUNITY LIVING (HOLDINGS) LIMITED FOR SECURING ALL OBLIGATIONS AND LIABILITIES DUE OR TO BECOME DUE FROM EACH OBLIGOR TO BARCLAYS BANK PLC (THE "SECURITY AGENT") AS SECURITY AGENT AND TRUSTEE FOR ITSELF AND THE LENDERS (OR ANY OF THEM) 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 21st MAY 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27th MAY 2003.

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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —