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COMPANIES FORM No. 395

080545/113

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.

CHFP025

Please do not write in this margin

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

*insert full name of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

[1 1 2]

05318363

Name of company

* MELROSE CARE LIMITED

Date of creation of the charge

25 MAY 2005

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

(MORTGAGE) DEBENTURE MADE BETWEEN (1) THE COMPANY AND (2) CITIBANK INTERNATIONAL PLC ("THE BANK")

Amount secured by the mortgage or charge

ALL LIABILITIES OF THE COMPANY PRESENT AND FUTURE AND/OR CONTINGENT TO THE BANK

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

CITIBANK INTERNATIONAL PLC OF CITIGROUP CENTRE, CANADA SQUARE, LONDON

Postcode E14 5LB

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

Lupton Fawcett
Yorkshire House
Greek Street
Leeds
LS1 5SX

REF: JSF.110648.187.5

Time critical reference

For official Use
Mortgage Section

Post room



A60
COMPANIES HOUSE

AFX3A5LP

0699
26/05/05

Short particulars of all the property mortgaged or charged

The Borrower with full title guarantee and to the intent that the security hereby created shall rank as a continuing security for the payment of the Secured Liabilities charges to the Bank:

- 1.1 by way of first legal mortgage all right, title, estate and interest in any freehold and/or leasehold property referred to in the Schedule hereto and all buildings fixtures (including trade fixtures) and fixed plant and machinery owned by the Borrower and from time to time on or in such freehold and/or leasehold property and/or the proceeds of sale thereof;
- 1.2 by way of first fixed charge all right, title, estate and interests in any other freehold and leasehold property now and at any time during the continuance of this security belonging to, vested in or held by the Borrower and all licences now or hereafter held by the Borrower to enter upon or use land and the benefit of all other agreements relating to land to which the Borrower is or may become a party or otherwise entitled and all buildings fixtures (including trade fixtures) and fixed plant and machinery owned by the Borrower and from time to time on or in any freehold or leasehold property an interest in which is charged hereunder and/or the proceeds of sale thereof;
- 1.3 by way of fixed charge all cash at bank, book debts and other debts now and from time to time due or owing to the Borrower and whether presently payable or hereafter falling due for payment (including, without limitation, bank deposit and credit balances) and all proceeds thereof and the benefit of all rights relating thereto;
- 1.4 by way of fixed charge all present and future contracts or policies of insurance (including life policies) in which the Borrower now or hereafter has an interest and all monies from time to time payable thereunder, including any refund of premiums;

SEE ATTACHED CONTINUATION SHEET

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Date 25 May 2005

On behalf of ~~XXXXXX~~ [XXXXXX] (as agent/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

Company number

05318363

Name of company

*insert full name
of Company

* MELROSE CARE LIMITED

Addendum 1/4

1. Description of the instrument creating or evidencing the mortgage or charge (continued) (note2)

Addendum 2/4

2. Amount due or owing on the mortgage or charge (continued)

Addendum 3/4

3. Names, addresses and description of the mortgages or persons entitled to the charge (continued)

Addendum 4/4

4. Short particulars of all the property mortgaged or charged (continued)

CHFP025

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

Please do not
write in this
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

05318363

Name of Company

MELROSE CARE LIMITED

Limited*

* delete if
inappropriate

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

**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

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

- 1.5 by way of fixed charge all stocks, bonds, shares and/or other securities of any kind whatsoever whether marketable or otherwise now or at any time during the continuance of this security owned (whether at law or in equity) by the Borrower (including, without limitation, loan capital indebtedness or liabilities on any account or in any manner owing to the Borrower) in any company, firm or entity wheresoever situate, including all allotments, accretions, offers, rights, benefits and advantages whatsoever in respect of or incidental to the securities;
- 1.6 by way of fixed charge all documents which have been or may from time to time be deposited with the Bank and which are not charged to the Bank pursuant to the foregoing sub-clauses, including all rights, monies or property (whether of a capital or income nature) howsoever accruing or derived therefrom or arising in respect thereof;
- 1.7 by way of fixed charge the Borrower's goodwill, uncalled capital, and Intellectual Property; and
- 1.8 by way of floating charge the Borrower's undertaking and all its other property assets and rights whatsoever and wheresoever present and/or future including those expressed as charged by way of fixed charge if and to the extent that such charge may fail for any reason to operate as a fixed charge.

FILE COPY



This certificate has been
cancelled and replaced by
an amended certificate
issued on 13/9/2005

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05318363

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT
A MORTGAGE DATED THE 25th MAY 2005 AND CREATED BY MELROSE CARE LIMITED
FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO
CITIBANK INTERNATIONAL PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED
PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 26th
MAY 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 31st MAY 2005.

CANCELLED



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

FILE COPY



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

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

COMPANY No. 05318363

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 25th MAY 2005 AND CREATED BY MELROSE CARE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CITIBANK INTERNATIONAL PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 26th MAY 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 13th SEPTEMBER 2005 .



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —