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CHFP025

Please do not
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Please complete
legibly, preferably
in black type, or
bold block lettering

* insert full name
of Company

COMPANIES FORM No. 395

621205/689

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.

395

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

5

05555758

Name of company

* Libra Careco CH2 Propco Limited (the **Chargor**)

Date of creation of the charge

12 December 2006

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

A share charge dated 12 December 2006 between (1) the **Chargor** and (2) the **Security Trustee** (as defined below) (the **Charge**)

Amount secured by the mortgage or charge

All of the present and future payment and other obligations of the **Chargor** to the **Security Trustee** under the **Charge** and the **Facility Agreement** (the **Secured Obligations**).

Please return
via
CH London Counter

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

The Royal Bank of Scotland plc of 135 Bishopsgate, London (the **Security Trustee**)

Postcode EC2M 3UR

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

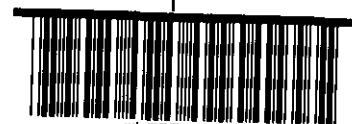
Denton Wilde Sapte LLP
One Fleet Place
London EC4M 7WS
MZR/ECM/70205.00039

Time critical reference

For official Use (02/00)

Mortgage Section

Post room



LD2
COMPANIES HOUSE

LFDEDLJ8

249
21/12/2006

Short particulars of all the property mortgaged or charged

See the M395 Continuation Sheet attached.

Please do not
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this margin

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Denton Wilde Supt LLP

Date

20/12/06

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

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

Notes

† 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 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

Company number

05555758

Name of company

* insert full name
of company* Libra Careco CH2 Propco Limited (the **Chargor**)

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

1 Security

As continuing security for the Secured Obligations, the Chargor as legal and beneficial owner assigned and agreed to assign to the Security Trustee all benefits present and future, actual and contingent accruing in respect of the Charged Property and all the Chargor's right, title and interest to and in the Charged Property including (without limitation) all voting and other consensual powers pertaining to the Charged Shares and thereby charged and agreed to charge in favour of the Security Trustee all of its interest in the Charged Property by way of a first fixed charge.

2 Negative Pledge

The Chargor covenanted that it will not:

(a) create or suffer the creation of any Security Interests (other than those created by the Charge) on or in respect of the whole of any part of the Charged Property or any of its interest therein; or

(b) sell, assign, transfer or otherwise dispose of any of its interest in the Charged Property (other than with respect to the dividend or distribution payments described in Clause 4.1.2 of the Charge).

3 Definitions

Charged Property means all of the Charged Shares and all dividends or other distributions, interest and other moneys paid or payable after the date of the Charge in connection therewith and all interests in and all rights accruing at any time to or in respect of all or any of the Charged Shares and all and any other property that may at any time be received or receivable by or otherwise distributed to the Chargor in respect of or in substitution for, or in addition to, or in exchange for, or on account of, any of the foregoing, including, without limitation, any shares or other securities resulting from the subdivision, consolidation, change, conversion or reclassification of any of the Charged Shares, or the reorganisation or amalgamation of Care Homes No.2 Limited (a company incorporated under the laws of the Cayman Islands with registered number 84926 (and registered in England and Wales with company number FC027202 and branch number BR009124)) with any other body corporate, or the occurrence of any event which results in the substitution or exchange of the Charged Shares.

Charged Shares means the shares of the issued capital of Care Homes No.2 Limited (a company incorporated under the laws of the Cayman Islands with registered number 84926 (and registered in England and Wales with company number FC027202 and branch number BR009124)) registered in the name of the Chargor as legal and beneficial owner thereof.

Facility Agreement means the facility agreement dated 12 December 2006 made between (1) Libra No. 3 Limited and Libra No. 2 Limited (as borrowers), (2) the companies specified in Schedule 5 of the Facility Agreement (as guarantors), (3) The Royal Bank of Scotland plc as agent for National Westminster Bank Plc (as original lender), (4) The Royal Bank of Scotland plc (as hedging bank), (5) The Royal Bank of Scotland plc (as agent for the Finance Parties) and (6) the Security Trustee.

Security Interest means any charge, mortgage, pledge, lien, security interest or other encumbrance.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05555758

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SHARE CHARGE DATED THE 12th DECEMBER 2006 AND CREATED BY LIBRA CARECO CH2 PROPCO LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE ROYAL BANK OF SCOTLAND PLC (THE SECURITY TRUSTEE) 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 DECEMBER 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2nd JANUARY 2007.

LC
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Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES