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CHFP004

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write in
this margin

COMPANIES FORM NO. 395

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

Pursuant to section 395 of the Companies Act 1985



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

*insert full name
of company

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

For official use

Company number

1	1	1	1	1
1	1	1	1	1

05964145

Name of company

* SSB Carehomes Limited

Date of creation of the charge

08/05/2007

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

Debenture

Amount secured by the mortgage or charge

All the Company's liabilities to National Westminster Bank Plc (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

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

National Westminster Bank Plc		
135 Bishopsgate		
London	Postcode	EC2M 3UR

Presenter's name address and
Reference (if any)
OurRef 1726148/Post Team C

National Westminster Bank Plc
Credit Documentation
DX 717830
Sheffield 30

Time critical reference

1726148/PTC

For official Use
Mortgage Section

Post room



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COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

- 1 By way of legal mortgage all the freehold and leasehold property now vested in or charged to the Company
 - 2 By way of fixed charge -
 - (i) all estates or interests in any freehold and leasehold property now and in future vested in or charged to the Company except the property referred to in paragraph 1
 - (ii) all fixtures and fittings from time to time attached to any freehold and leasehold property of the Company,
 - (iii) all the plant and machinery of the Company present and future and all associated warranties and maintenance contracts
 - (iv) all rents receivable from any lease granted out of any freehold and leasehold property of the Company
 - (v) all the goodwill of the Company present and future,
 - (vi) all the uncalled capital of the Company present and future,
 - (vii) all stocks shares and other securities held by the Company from time to time in any subsidiary and all income and rights derived from or attaching to the same,
 - (viii) all intellectual property rights (including without limitation all rights in patents inventions copyrights design rights trademarks service marks database rights confidential information know-how domain names and business names) choses in action licences and claims of the Company present and future and the insurance policies and proceeds of any insurance from time to time affecting any of the charged property,
 - (ix) the benefit of any currency or interest rate swap cap or collar or other hedging agreement or any futures transaction or treasury instrument made with the Bank or any third party
 - 3 By way of floating charge all the undertaking and all property assets and rights of the Company present and future not subject to a fixed charge under the Debenture or any other security present or future held by the Bank
- Note 1 The Debenture contains covenants by the Company with the Bank -
- (a) Not without the previous written consent of the Bank to create or permit to arise any mortgage charge or lien on any of the Company's property nor to dispose of any of the Company's property except that the property subject to the floating charge may be disposed of in the ordinary course of business
 - (b) Not without the previous written consent of the Bank to grant or accept a surrender of any lease or licence of or part with or share possession or occupation of the Company's freehold and leasehold property or any part of it
- 2 The Debenture gives the Bank power to appoint an Administrator

Please do not write in this margin

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

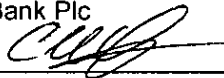
Particulars as to commission allowance or discount (note 3)

A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge

(See Note 5)

For National Westminster Bank Plc

Signed



Date

10/05/07

Duly Authorised Official

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

†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, DX 33050 Cardiff

M395

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 05964145

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT
A DEBENTURE DATED THE 8th MAY 2007 AND CREATED BY SSB CAREHOMES
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY
TO NATIONAL WESTMINSTER BANK PLC ON ANY ACCOUNT WHATSOEVER WAS
REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON
THE 11th MAY 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18th MAY 2007

D. Angela
(S)



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES