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in black type, or
bold block lettering

*insert full name
of Company

COMPANIES FORM No. 395

169056/13

Particulars of a mortgage or charge

395

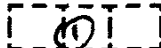
A fee of £13 is payable to Companies House in respect
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



6283137

Name of company

* Montpelier Estates (Stirchley) Limited ("the Chargor")

Date of creation of the charge

22 April 2008

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

Deed of Assignment made between the Chargor and the Chargees ("the Deed of Assignment")

Amount secured by the mortgage or charge

See attached Schedule 1

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

St Andrews Property Management Limited (Company No 02798380) and St
Andrews Healthcare (Company No 05176998) whose registered offices are at
Billing Road, Northampton ("the Chargees")

Postcode NN1 5DG

Presentor's name address and
reference (if any)

Hewitsons
Shakespeare House
42 Newmarket Road
Cambridge
CB5 8EP

LEC/CR/100201-388-3

Time critical reference

For official Use (06/2005)
Mortgage Section

Post room

TUESDAY



A56

"ANKFLZAG"

29/04/2008

173

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

This is dealt with in Schedule 2 attached.

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legibly, preferably
in black type, or
bold block
lettering

Particulars as to commission allowance or discount (note 3)

Nil

Signed Hewitsons

Date 28 April 2008

On behalf of ~~1000000 1000000~~ (chargee) †

A fee 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 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

Further definitions for use in this form 395

In the Form 395 and schedules the following expressions have the following meanings

"Assignment" means the absolute assignment by the Chargor to the Chargees of the full benefit of the Contract and the Guarantee and all rights of action against the Chargor under and arising out of the Contract and out of the Guarantee, whether accrued or accruing in the future and whether arising in contract or in tort or for breach of statutory duty or otherwise,

"Condition Precedent" means the condition precedent to the assignment of the Contract and the Guarantee that the assignment shall only become effective on the insolvency of the Chargor as defined in the Assignment

"Contract" means the JCT Management Contract 1998 with bespoke amendments under which the Chargor has appointed, or intends to appoint HBG Construction Limited ("**the Contractor**") to undertake the construction of a new mental health care facility at Dogpool Lane, Sturchley ("**the Facility**");

"Guarantee" means the parent company guarantee which the Contractor's parent company ("**HGB UK Limited**") has agreed to enter into in favour of the Chargees to guarantee the Contractor's performance of its obligations under the Contract and any continuing liability of the Contractor for 12 years from the date of practical completion of the Facility,

Schedule 1

Amount secured by the mortgage or charge

The charge created by the Assignment is security for the obligation of the Chargor to proceed with the Assignment in the event that the Condition Precedent is satisfied

Schedule 2

Short particulars of all the property mortgaged or charged

The absolute assignment by the Chargor to the Chargees of the full benefit of the Contract and the Guarantee and all rights of action against the Chargor under and arising out of the Contract and out of the Guarantee, whether accrued or accruing in the future and whether arising in contract or in tort or for breach of statutory duty or otherwise

The Chargor has covenanted not to grant to any third party any rights of assignment or security over such benefits and rights



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

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

**COMPANY NO. 6283137
CHARGE NO. 1**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEED OF ASSIGNMENT DATED 22
APRIL 2008 AND CREATED BY MONTPELIER ESTATES
(STIRCHLEY) LIMITED FOR SECURING ALL MONIES DUE OR
TO BECOME DUE FROM THE COMPANY TO ST ANDREWS
PROPERTY MANAGEMENT LIMITED AND ST ANDREWS
HEALTHCARE 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 29 APRIL 2008**

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6 MAY 2008

