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CHFP041

COMPANIES FORM No. 466(Scot)

Particulars of an instrument of alteration to a floating charge created by a company registered in Scotland

466

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

Please do not
write in
this margin

Pursuant to section 410 and 466 of the Companies Act 1985

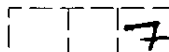
Please complete
legibly, preferably
in black type or,
bold block lettering

* insert full name
of company

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

For official use

Company number



EC143384 SC262474

Name of company

*European Care (North) Limited (SC262474) (the **Company**)

Date of creation of the charge (note 1)

25 July 2012

Description of the instrument creating or evidencing the charge or of any ancillary document which has been altered (note 1)

Bond & floating charge

Names of the persons entitled to the charge

Lloyds TSB Bank PLC (00002065) in its capacity as Security Agent for the Beneficiaries, including any successor appointed by the Beneficiaries under the Finance Documents (the **Security Agent**).

Short particulars of all the property charged

The whole of the property (including uncalled capital) which is or may be from time to time comprised in the property and undertaking of the Company (the **Charged Assets**)

Presenter's name address and
reference (if any):
Dundas & Wilson CS LLP
Saltire Court
20 Castle Terrace
Edinburgh EH1 2EN

For official use (05/2000)

Charges Section

FRIDAY



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SCT

10/08/2012

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COMPANIES HOUSE

Names and addresses of the persons who have executed the instrument of alteration (note 2)

Please do not
write in
this margin

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

See Paper Apart 2

Date(s) of execution of the instrument of alteration

25 July 2012

A statement of the provisions, if any, imposed by the instrument of alteration prohibiting or restricting the creation by the company of any fixed security or any other floating charge having priority over, or ranking *pari passu* with, the floating charge

N/A

Short particulars of any property released from the floating charge

N/A

The amount, if any, by which the amount secured by the floating charge has been increased

N/A

A statement of the provisions, if any, imposed by the instrument of alteration varying or otherwise regulating the order of the ranking of the floating charge in relation to fixed securities or to other floating charges

Please do not
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this margin

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

See Paper Apart 3

Continued Over

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Continuation of the statement of the provisions, if any, imposed by the instrument of alteration varying or otherwise regulating the order of the ranking of the floating charge in relation to fixed securities or to other floating charges

Please do not write in this margin

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

N/A

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

Signed [Signature] Date 10 August 2012
On behalf of [company] [chargee] CSLB

† delete as appropriate

Notes

1. A description of the instrument e.g. "Instrument of Charge" "Debenture" etc as the case may be, should be given. For the date of creation of a charge see section 410(5) of the Companies Act.
2. In accordance with section 466(1) the instrument of alteration should be executed by the company, the holder of the charge and the holder of any other charge (including a fixed security) which would be adversely affected by the alteration.
3. A certified copy of the instrument of alteration, together with this form with the prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of execution of that instrument.
4. A certified copy must be signed by or on behalf of the person giving the certification and where this is a body corporate it must be signed by an officer of that body.
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 are to be made payable to **Companies House**.
6. The address of the Registrar of Companies is: Companies Registration Office, 139 Fountainbridge, Edinburgh, EH3 9FF. DX 235 Edinburgh or LP - 4 Edinburgh 2

This is the Paper Apart 1 referred to in the foregoing Form 466 in respect of an Intercreditor Agreement dated 25 July 2012 among, inter alia, Lloyds TSB Bank PLC, the Arrangers, the Senior Lenders, the Hedge Counterparties, the Secured CLN Finance Parties, the Secured CLN Agent and the Subordinated Creditors (as such terms are defined therein).

Definitions

"Agent" means the Agent under and as defined in the Senior Facilities Agreement.

"Ancillary Lender" means each Senior Lender which makes an Ancillary Facility available pursuant to the terms of the Senior Facilities Agreement.

"Ancillary Facility" has the meaning given to the term "Ancillary Facility" in the Senior Facilities Agreement.

"Arranger" means the Arranger under and as defined in the Senior Facilities Agreement.

"Agent Liabilities" means all present and future liabilities and obligations, actual and contingent, of any Debtor to the Agent under the Debt Documents.

"Arranger Liabilities" means all present and future liabilities and obligations, actual or contingent, of any Debtor to any Arranger under the Debt Documents.

"Beneficiary" means each Senior Finance Party, each Secured CLN Finance Party and each Hedge Counterparty.

"Charged Property" means all of the assets which from time to time are, or are expressed to be, the subject of the Transaction Security.

"Creditors" means the Senior Lenders, the Secured CLN Finance Parties, the Hedge Counterparties, the Intra-Group Lenders and the Parent.

"Debt Documents" means the Intercreditor Agreement, the Hedging Agreements, the Senior Finance Documents, the Secured CLN Finance Documents, the Security Documents, any agreement evidencing the terms of the Intra-Group Liabilities, any agreement evidencing the terms of the Parent Liabilities, the ECIH Liabilities, the EGIH Liabilities or the Subordinated Liabilities and any other document designated as such by the Security Agent and the Company

"Debtor" means each Original Debtor and any person which becomes a Party as a Debtor in accordance with the terms of Clause 18 (*Changes to the Parties*) of the Intercreditor Agreement.

"Delegate" means any delegate, agent, attorney or co trustee appointed by the Security Agent.

"ECIH" means Esquire Consolidated Investment (Holdings) Limited, registered in the British Virgin Islands with company number 1598144.

"ECIH Liabilities" means all Liabilities owed by a member of the Group to ECIH.

"EGIH" means Esquire Group Investment (Holdings) Limited, registered in the British Virgin Islands with company number 1662234.

"EGIH Liabilities" means all Liabilities owed by a member of the Group to EGIH.

"Finance Document" means each Senior Finance Document, each Secured CLN Finance Document and each Hedging Agreement.

"Group" has the meaning given to the term "Group" in the Senior Facilities Agreement.

"Hedge Counterparty" means:

- (a) any Original Hedge Counterparty to the extent that such Original Hedge Counterparty has entered into any Hedging Agreement; and
- (b) any person which becomes Party as a Hedge Counterparty pursuant to Clause 18.11 (Creditor/Agent Accession Undertaking) of the Intercreditor Agreement,

which, in each case, is or has become party to the Senior Facilities Agreement as a Hedge Counterparty.

"Hedging Agreement" means any agreement entered into by a Hedge Counterparty and defined as such in the Senior Facilities Agreement.

"Hedging Liabilities" means the Liabilities owed by and Debtor to the Hedge Counterparties under or in connection with the Hedging Arrangements.

"Intercreditor Agreement" means the intercreditor agreement dated 25 July 2012 among, inter alia, Lloyds TSB Bank PLC, the Arrangers, the Senior Lenders, the Hedge Counterparties, the Secured CLN Finance Parties, the Secured CLN Agent and the Subordinated Creditors (as such terms are defined therein).

"Intra-Group Lenders" means each member of the Group (other than the Parent) which has made a loan available to, granted credit to or made any other financial arrangement having similar effect with another member of the Group and which is named on the signing pages as an Intra-Group Lender or which becomes a party as an Intra-Group Lender in accordance with Clause 18 (*Changes to the Parties*) of the Intercreditor Agreement.

"Intra-Group Liabilities" means the Liabilities owed by any member of the Group to any of the Intra-Group Lenders in its capacity as Intra-Group Lender (other than the Parent Liabilities).

Liabilities means all present and future liabilities and obligations at any time of any member of the Group to any Creditor or to any Subordinated Creditor (1) under the Debt Documents and (2) in respect of any Intra-Group Liabilities (to the extent not documented in a Debt Document for any reason), in each case both actual and contingent and whether incurred solely or jointly or in any other capacity together with any of the following matters relating to or arising in respect of those liabilities and obligations:

- (a) any refinancing, novation, deferral or extension;
- (b) any claim for breach or representation, warranty or undertaking or on an event of default or under any indemnity given under or in connection with any document or agreement evidencing or constituting any other liability or obligation falling within this definition;
- (c) any claim for damages or restitution; and
- (d) any claim as a result of any recovery by any Debtor of a Payment on the grounds of preference or otherwise,

and any amounts which would be included in any of the above but for any discharge, non provability, unenforceability or non-allowance of those amounts in any insolvency or other proceedings.

"Original Hedge Counterparties" means the persons named on the signing pages of the Intercreditor Agreement as an "Original Hedge Counterparty".

"Parent" means Esquire Consolidated Limited, registered in Guernsey with company number 50259.

"Parent Liabilities" means all Liabilities owed by a member of the Group to the Parent.

"Party" means any party to the Intercreditor Agreement.

"Payment" means, in respect of any Liabilities (or any other liabilities or obligations), a payment, prepayment, repayment, redemption, defeasance or discharge of those Liabilities (or other liabilities or obligations).

"Primary Creditors" means the Senior Creditors and the Secured CLN Finance Parties.

"Receiver" means a receiver or receiver and manager or administrative receiver of the whole or any part of the Charged Property.

"Secured CLN Agent" means Sanne Trust Company Limited as 'Agent' under the Secured CLN Facility Agreement.

"Secured CLN Facility Agreement" means the facility agreement dated on or around the date of the Intercreditor Agreement and entered into by Esquire Consolidated Limited (as borrower) and European Real Estate Debt S.a.r.l. and FOFM-RPC International Investments II LLC (as lenders) and the Secured CLN Agent.

"Secured CLN Finance Documents" has the meaning given to the term "Finance Documents" in the Secured CLN Facility Agreement.

"Secured CLN Finance Parties" shall have the meaning given to the term "Finance Parties" in the Secured CLN Facility Agreement.

"Secured CLN Liabilities" means the Liabilities owed by the Debtors to the Secured CLN Finance Parties under or in connection with the Secured CLN Finance Documents.

"Secured Obligations" means all the Liabilities and all other present and future obligations at any time due, owing or incurred by any member of the Group any by each Debtor to any Secured Party under the Debt Documents, both actual and contingent and whether incurred solely or jointly and as principal or surety or in any other capacity.

"Secured Parties" means the Security Agent, any Receiver or Delegate and each of the Agent, the Arrangers and the Primary Creditors from time to time but, in the case of the Agent, Arrangers or Primary Creditors, only if it is a party to the Intercreditor Agreement or (in the case of the Agent or a Primary Creditor) has acceded to the Intercreditor Agreement, in the appropriate capacity, pursuant to Clause 18.11 (*Creditor/Agent Accession Undertaking*) of the Intercreditor Agreement.

"Security" means a mortgage, charge, pledge, lien, standard security or other security interest securing any obligation of any person or any other agreement or arrangement having similar effect.

"Security Agent Liabilities" means all present and future liabilities and obligations, actual and contingent, of any Debtor to the Security Agent under the Debt Documents.

"Security Documents" means:

- (a) each of the Transaction Security Documents;
- (b) any other document entered into at any time by any of the Debtors creating any guarantee, indemnity, Security or other assurance against financial loss

in favour of any of the Secured Parties as security for any of the Secured Obligations; and

- (c) any Security granted under any covenant for further assurance in any of the documents set out in paragraph (a) or (b) above.

"Senior Creditors" means the Senior Lenders and the Hedge Counterparties.

"Senior Facilities Agreement" means the senior facilities agreement dated on or about the date of the Intercreditor Agreement between among others, the Parent, the Company, the companies listed as Original Borrowers, the companies listed as Original Guarantors, the persons listed as Original Hedge Counterparties, AIB Group (UK) p.l.c., The Governor and Company of the Bank of Ireland, Lloyds TSB Bank plc and Abbey National Treasury Services plc as Arrangers, AIB Group (UK) p.l.c., The Governor and Company of the Bank of Ireland, Lloyds TSB Bank plc and Abbey National Treasury Services plc as Original Lenders, Lloyds TSB Bank plc as Agent and Security Agent (each term as defined therein).

"Senior Finance Documents" has the meaning given to the term "Finance Documents" in the Senior Facilities Agreement.

"Senior Finance Party" means the Agent, each Arranger, the Security Agent, a Lender or any Ancillary Lender (each term as defined in the Facilities Agreement).

"Senior Lenders" means each Lender (as defined in the Senior Facilities Agreement), and Ancillary Lender.

"Senior Lender Liabilities" means the Liabilities owed by the Debtors to the Senior Lenders under the Senior Finance Documents.

"Senior MIP Payment" shall have the meaning given to that term in the Senior Facilities Agreement.

"Subordinated Creditor" means:

- (a) ECIH; and
- (b) EGIH.

"Subordinated Liabilities" means:

- (a) the ECIH Liabilities; and
- (b) the EGIH Liabilities.

"Total Secured CLN Liabilities" means the Secured CLN Liabilities, provided that such amount shall not exceed £7,000,000 plus any interest which accrues on such amount in accordance with the Secured CLN Finance Documents.

"Total Senior Liabilities" means the Senior Lender Liabilities, the Security Agent Liabilities, the Arranger Liabilities, the Agent Liabilities and the Hedging Liabilities.

"Transaction Security" means the Security created or evidenced or expressed to be created or evidenced under or pursuant to the Security Documents.

"Transaction Security Documents" has the meaning given to the term "Transaction Security Documents" in the Senior Facilities Agreement.

This is the Paper Apart 2 referred to in the foregoing Form 466 in respect of an Intercreditor Agreement dated 25 July 2012 among, inter alia, Lloyds TSB Bank PLC, the Arrangers, the Senior Lenders, the Hedge Counterparties, the Secured CLN Finance Parties, the Secured CLN Agent and the Subordinated Creditors (as such terms are defined therein).

The Instrument of Alteration has been executed by the following:

The Parent

Esquire Consolidated Limited (Company Number: Guernsey – 50259) with registered address at Frances House, Sir William Place, St. Peter Port, Guernsey, GY1 4HQ.

The Company

Esquire Consolidated Group Limited (Company Number: Guernsey – 45707) with registered address at Frances House, Sir William Place, St. Peter Port, Guernsey, GY1 4HQ.

Other Original Debtors

European Care & Lifestyles Group Limited (Company Number: BVI – 1016177) with registered address at Mill Mall, Suite 6, Whickham's Cay 1, PO BOX 3085, Road Town, Tortola, British Virgin Islands.

European Wellbeing (I) Limited (Company Number: 03894526) with registered address 28 Welbeck Street, London, W1G 8EW.

European Care & Lifestyles (UK) Limited (Company Number: 03856015) with registered address 28 Welbeck Street, London, W1G 8EW.

European Care (Dartmouth) Limited (Company Number: 05665889) with registered address 28 Welbeck Street, London, W1G 8EW.

European Care (UK) Limited (Company Number: 03856062) with registered address 28 Welbeck Street, London, W1G 8EW.

European Care (SW) Limited (Company Number: 04117347) with registered address 28 Welbeck Street, London, W1G 8EW.

European Care (South) Limited (Company Number: 05797091) with registered address 28 Welbeck Street, London, W1G 8EW.

European Care (Combined) Limited (Company Number: 04033655) with registered address 28 Welbeck Street, London, W1G 8EW.

European Care (Geffen) Limited (Company Number: 06788932) with registered address 28 Welbeck Street, London, W1G 8EW.

European Care (Pirton) Limited (Company Number: 05070551) with registered address 28 Welbeck Street, London, W1G 8EW.

European (GB) Limited (Company Number: 04301212) with registered address 28 Welbeck Street, London, W1G 8EW.

European Care (Kler) Limited (Company Number: 05872121) with registered address 28 Welbeck Street, London, W1G 8EW.

European Care (England) Limited (Company Number: 04530029) with registered address 28 Welbeck Street, London, W1G 8EW.

GRWP Gofal Cymru Care Homes South Limited (Company Number: 05480286) with registered address 28 Welbeck Street, London, W1G 8EW.

GRWP Gofal Cymru Lifestyles South Limited (Company Number: 06161800) with registered address 28 Welbeck Street, London, W1G 8EW.

GRWP Gofal Cymru Care Homes North Limited (Company Number: 05930853) with registered address 28 Welbeck Street, London, W1G 8EW.

European Lifestyles (FL) Limited (Company Number: 06536056) with registered address 28 Welbeck Street, London, W1G 8EW.

GRWP Gofal Cymru Lifestyles North Limited (Company Number: 05394727) with registered address 28 Welbeck Street, London, W1G 8EW.

New Horizon Centre Limited (Company Number: 03849567) with registered address 28 Welbeck Street, London, W1G 8EW.

European Care (Derby) Limited (Company Number: 05872128) with registered address 28 Welbeck Street, London, W1G 8EW.

European Lifestyles (C) Limited (Company Number: 06060770) with registered address 28 Welbeck Street, London, W1G 8EW.

European Lifestyles (B) Limited (Company Number: 05940139) with registered address 28 Welbeck Street, London, W1G 8EW.

European Lifestyles Group Limited (Company Number: 04870157) with registered address 28 Welbeck Street, London, W1G 8EW.

European Lifestyles Education (Manchester) Limited (Company Number: 05965452) with registered address 28 Welbeck Street, London, W1G 8EW.

European Lifestyles Limited (Company Number: 04954960) with registered address 28 Welbeck Street, London, W1G 8EW.

European Lifestyles (NE) Limited (Company Number: 06330418) with registered address 28 Welbeck Street, London, W1G 8EW.

European Care (North) Limited (Company Number: SC262474) with registered address C/O Company Secretary, Allanbank, Bankend Road, Dumfries, Scotland, DG1 4AN.

European Lifestyles (N) Limited (Company Number: 07625914) with registered address 28 Welbeck Street, London, W1G 8EW.

Esquire Realty Holdings Limited (Company Number: Guernsey – 45422) with registered address at Frances House, Sir William Place, St. Peter Port, Guernsey, GY1 4HQ.

Esquire Realty Group Limited (Company Number: Guernsey – 43568) with registered address at Frances House, Sir William Place, St. Peter Port, Guernsey, GY1 4HQ.

Esquire Realty Healthcare Limited (Company Number: Guernsey – 42425) with registered address at Frances House, Sir William Place, St. Peter Port, Guernsey, GY1 4HQ.

Esquire Realty Investments (I) Limited (Company Number: BVI – 673656) with registered address at Mill Mall, Suite 6, Whickham's Cay 1, PO BOX 3085, Road Town, Tortola, British Virgin Islands.

Esquire Realty (Trelena) Limited (Company Number: Guernsey – 44748) with registered address at Frances House, Sir William Place, St. Peter Port, Guernsey, GY1 4HQ.

Esquire Realty (III) Limited (Company Number: Guernsey – 43909) with registered address at Frances House, Sir William Place, St. Peter Port, Guernsey, GY1 4HQ.

Esquire Realty (II) Limited (Company Number: Guernsey – 42658) with registered address at Frances House, Sir William Place, St. Peter Port, Guernsey, GY1 4HQ.

Esquire Realty (North) Limited (Company Number: 05604752) with registered address 28 Welbeck Street, London, W1G 8EW.

Esquire Realty Investments (II) Limited (Company Number: BVI – 685382) with registered address at Mill Mall, Suite 6, Whickham's Cay 1, PO BOX 3085, Road Town, Tortola, British Virgin Islands.

Esquire Realty Investments (Mezzanine) Limited (Company Number: BVI – 1047078) with registered address at Mill Mall, Suite 6, Whickham's Cay 1, PO BOX 3085, Road Town, Tortola, British Virgin Islands.

Esquire Realty (Derby) Limited (Company Number: 05872120) with registered address 28 Welbeck Street, London, W1G 8EW.

Guestplan Limited (Company Number: 02193310) with registered address 28 Welbeck Street, London, W1G 8EW.

Esquire Realty (Geffen) Limited (Company Number: 06786519) with registered address C/O European Care Limited, 28 Welbeck Street, London, W1G 8EW.

Codesurge Limited (Company Number: 02202038) with registered address 28 Welbeck Street, London, W1G 8EW.

Esquire Realty (B) Limited (Company Number: Guernsey – 48690) with registered address at Frances House, Sir William Place, St. Peter Port, Guernsey, GY1 4HQ.

Esquire Realty (NE) Limited (Company Number: 05833821) with registered address 28 Welbeck Street, London, W1G 8EW.

Tricare UK Limited (Company Number: 02354773) with registered address 28 Welbeck Street, London, W1G 8EW.

Esquire Realty (V) Limited (Company Number: Guernsey – 44899) with registered address at Frances House, Sir William Place, St. Peter Port, Guernsey, GY1 4HQ.

Esquire Realty Scotland (1) Limited (Company Number: 05805689) with registered address 28 Welbeck Street, London, W1G 8EW.

Esquire Realty (Finance) Limited (Company Number: BVI – 1559975) with registered address at Mill Mall, Suite 6, Whickham's Cay 1, PO BOX 3085, Road Town, Tortola, British Virgin Islands.

Combined Healthcare Management Limited (Company Number: SC201424) with registered address C/O Company Secretary, Allanbank, Bankend Road, Dumfries, Scotland, DG1 4AN

Esquire Realty (Scotland) Limited (Company Number: SC284176) with registered address C/O Company Secretary, Allanbank, Bankend Road, Dumfries, Scotland, DG1 4AN

Combined Healthcare Limited (Company Number: SC200251) with registered address C/O Company Secretary, Allanbank, Bankend Road, Dumfries, Scotland, DG1 4AN

Esquire Realty (A) Limited (Company Number: Guernsey – 44819) with registered address at Frances House, Sir William Place, St. Peter Port, Guernsey, GY1 4HQ.

Esquire Realty (Central) Limited (Company Number: 05064765) with registered address 28 Welbeck Street, London, W1G 8EW.

Esquire Realty (UK) Limited (Company Number: 05500663) with registered address 28 Welbeck Street, London, W1G 8EW.

Cornerstone Acquisitions Limited (Company Number: 05500819) with registered address 28 Welbeck Street, London, W1G 8EW.

Esquire Realty (Midlands) Limited (Company Number: 05613071) with registered address 28 Welbeck Street, London, W1G 8EW.

Pirton Grange Limited (Company Number: 02227206) with registered address 28 Welbeck Street, London, W1G 8EW.

Esquire Realty (Cavendish) Limited (Company Number: 05930808) with registered address 28 Welbeck Street, London, W1G 8EW.

Cynedve Limited (Company Number: 02477631) with registered address 28 Welbeck Street, London, W1G 8EW.

Paceglobe Limited (Company Number: 05132584) with registered address 28 Welbeck Street, London, W1G 8EW.

Future Life Limited (Company Number: 03044974) with registered address 28 Welbeck Street, London, W1G 8EW.

European Wellcare Education Limited (Company Number: 04949254) with registered address 28 Welbeck Street, London, W1G 8EW.

European Wellcare Homes Limited (Company Number: 04092377) with registered address 28 Welbeck Street, London, W1G 8EW.

European Care (Allanbank) Limited (Company Number: SC260213) with registered address C/O Company Secretary, Allanbank, Bankend Road, Dumfries, Scotland, DG1 4AN

European Wellcare Lifestyles Limited (Company Number: 04949085) with registered address 28 Welbeck Street, London, W1G 8EW.

European Care (Danbury) Limited (Company Number: 06307000) with registered address 28 Welbeck Street, London, W1G 8EW.

European Care (Gillingham) Limited (Company Number: 06161912) with registered address 28 Welbeck Street, London, W1G 8EW.

European Care (West) Limited (Company Number: 05736767) with registered address 28 Welbeck Street, London, W1G 8EW.

European Lifestyles (South West) Limited (Company Number: 05948111) with registered address 28 Welbeck Street, London, W1G 8EW.

The Security Agent

Lloyds TSB Bank PLC (Company Number: 00002065) with registered address 25 Gresham Street, London, EC2V 7HN.

The Agent

Lloyds TSB Bank PLC (Company Number: 00002065) with registered address 25 Gresham Street, London, EC2V 7HN.

The Senior Lenders

AIB Group (UK) P.L.C. (Company Number: NI01880) with registered address P.O. Box 4, 4 Queen's Square, Belfast, Co Antrim, BT1 3DJ

The Governor and Company of the Bank of Ireland at Bow Bells House, 1 Bread Street, London EC4M 9BE

Lloyds TSB Bank PLC (Company Number: 00002065) with registered address 25 Gresham Street, London, EC2V 7HN.

Abbey National Treasury Services PLC (Company Number: 02338548) with registered address 2 Triton Square, regent's Place, London, NW1 3AN.

The Arrangers

AIB Group (UK) P.L.C. (Company Number: NI01880) with registered address P.O. Box 4, 4 Queen's Square, Belfast, Co Antrim, BT1 3DJ

The Governor and Company of the Bank of Ireland at Bow Bells House, 1 Bread Street, London EC4M 9BE

Lloyds TSB Bank PLC (Company Number: 00002065) with registered address 25 Gresham Street, London, EC2V 7HN.

Abbey National Treasury Services PLC (Company Number: 02338548) with registered address 2 Triton Square, regent's Place, London, NW1 3AN.

The Original Hedge Counterparties

Lloyds TSB Bank PLC (Company Number: 00002065) with registered address 25 Gresham Street, London, EC2V 7HN.

The Governor and Company of the Bank of Ireland at Bow Bells House, 1 Bread Street, London EC4M 9BE

The Intra-Group Lenders

Esquire Consolidated Limited (Company Number: Guernsey – 50259) with registered address at Frances House, Sir William Place, St. Peter Port, Guernsey, GY1 4HQ.

Esquire Consolidated Group Limited (Company Number: Guernsey – 45707) with registered address at Frances House, Sir William Place, St. Peter Port, Guernsey, GY1 4HQ.

European Care & Lifestyles Group Limited (Company Number: BVI – 1016177) with registered address at Mill Mall, Suite 6, Whickham's Cay 1, PO BOX 3085, Road Town, Tortola, British Virgin Islands.

European Wellbeing (I) Limited (Company Number: 03894526) with registered address 28 Welbeck Street, London, W1G 8EW.

European Care & Lifestyles (UK) Limited (Company Number: 03856015) with registered address 28 Welbeck Street, London, W1G 8EW.

European Care (Dartmouth) Limited (Company Number: 05665889) with registered address 28 Welbeck Street, London, W1G 8EW.

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New Horizon Centre Limited (Company Number: 03849567) with registered address 28 Welbeck Street, London, W1G 8EW.

European Care (Derby) Limited (Company Number: 05872128) with registered address 28 Welbeck Street, London, W1G 8EW.

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European Lifestyles Group Limited (Company Number: 04870157) with registered address 28 Welbeck Street, London, W1G 8EW.

European Lifestyles Education (Manchester) Limited (Company Number: 05965452) with registered address 28 Welbeck Street, London, W1G 8EW.

European Lifestyles Limited (Company Number: 04954960) with registered address 28 Welbeck Street, London, W1G 8EW.

European Lifestyles (NE) Limited (Company Number: 06330418) with registered address 28 Welbeck Street, London, W1G 8EW.

European Care (North) Limited (Company Number: SC262474) with registered address C/O Company Secretary, Allanbank, Bankend Road, Dumfries, Scotland, DG1 4AN.

European Lifestyles (N) Limited (Company Number: 07625914) with registered address 28 Welbeck Street, London, W1G 8EW.

Esquire Realty Holdings Limited (Company Number: Guernsey – 45422) with registered address at Frances House, Sir William Place, St. Peter Port, Guernsey, GY1 4HQ.

Esquire Realty Group Limited (Company Number: Guernsey – 43568) with registered address at Frances House, Sir William Place, St. Peter Port, Guernsey, GY1 4HQ.

Esquire Realty Healthcare Limited (Company Number: Guernsey – 42425) with registered address at Frances House, Sir William Place, St. Peter Port, Guernsey, GY1 4HQ.

Esquire Realty Investments (I) Limited (Company Number: BVI – 673656) with registered address at Mill Mall, Suite 6, Whickham's Cay 1, PO BOX 3085, Road Town, Tortola, British Virgin Islands.

Esquire Realty (Trelena) Limited (Company Number: Guernsey – 44748) with registered address at Frances House, Sir William Place, St. Peter Port, Guernsey, GY1 4HQ.

Esquire Realty (III) Limited (Company Number: Guernsey – 43909) with registered address at Frances House, Sir William Place, St. Peter Port, Guernsey, GY1 4HQ.

Esquire Realty (II) Limited (Company Number: Guernsey – 42658) with registered address at Frances House, Sir William Place, St. Peter Port, Guernsey, GY1 4HQ.

Esquire Realty (North) Limited (Company Number: 05604752) with registered address 28 Welbeck Street, London, W1G 8EW.

Esquire Realty Investments (II) Limited (Company Number: BVI – 685382) with registered address at Mill Mall, Suite 6, Whickham's Cay 1, PO BOX 3085, Road Town, Tortola, British Virgin Islands.

Esquire Realty Investments (Mezzanine) Limited (Company Number: BVI – 1047078) with registered address at Mill Mall, Suite 6, Whickham's Cay 1, PO BOX 3085, Road Town, Tortola, British Virgin Islands.

Esquire Realty (Derby) Limited (Company Number: 05872120) with registered address 28 Welbeck Street, London, W1G 8EW.

Guestplan Limited (Company Number: 02193310) with registered address 28 Welbeck Street, London, W1G 8EW.

Esquire Realty (Geffen) Limited (Company Number: 06786519) with registered address C/O European Care Limited, 28 Welbeck Street, London, W1G 8EW.

Codesurge Limited (Company Number: 02202038) with registered address 28 Welbeck Street, London, W1G 8EW.

Esquire Realty (B) Limited (Company Number: Guernsey – 48690) with registered address at Frances House, Sir William Place, St. Peter Port, Guernsey, GY1 4HQ.

Esquire Realty (NE) Limited (Company Number: 05833821) with registered address 28 Welbeck Street, London, W1G 8EW.

Tricare UK Limited (Company Number: 02354773) with registered address 28 Welbeck Street, London, W1G 8EW.

Esquire Realty (V) Limited (Company Number: Guernsey – 44899) with registered address at Frances House, Sir William Place, St. Peter Port, Guernsey, GY1 4HQ.

Esquire Realty Scotland (1) Limited (Company Number: 05805689) with registered address 28 Welbeck Street, London, W1G 8EW.

Esquire Realty (Finance) Limited (Company Number: BVI – 1559975) with registered address at Mill Mall, Suite 6, Whickham's Cay 1, PO BOX 3085, Road Town, Tortola, British Virgin Islands.

Combined Healthcare Management Limited (Company Number: SC201424) with registered address C/O Company Secretary, Allanbank, Bankend Road, Dumfries, Scotland, DG1 4AN

Esquire Realty (Scotland) Limited (Company Number: SC284176) with registered address C/O Company Secretary, Allanbank, Bankend Road, Dumfries, Scotland, DG1 4AN

Combined Healthcare Limited (Company Number: SC200251) with registered address C/O Company Secretary, Allanbank, Bankend Road, Dumfries, Scotland, DG1 4AN

Esquire Realty (A) Limited (Company Number: Guernsey – 44819) with registered address at Frances House, Sir William Place, St. Peter Port, Guernsey, GY1 4HQ.

Esquire Realty (Central) Limited (Company Number: 05064765) with registered address 28 Welbeck Street, London, W1G 8EW.

Esquire Realty (UK) Limited (Company Number: 05500663) with registered address 28 Welbeck Street, London, W1G 8EW.

Cornerstone Acquisitions Limited (Company Number: 05500819) with registered address 28 Welbeck Street, London, W1G 8EW.

Esquire Realty (Midlands) Limited (Company Number: 05613071) with registered address 28 Welbeck Street, London, W1G 8EW.

Pirton Grange Limited (Company Number: 02227206) with registered address 28 Welbeck Street, London, W1G 8EW.

Esquire Realty (Cavendish) Limited (Company Number: 05930808) with registered address 28 Welbeck Street, London, W1G 8EW.

Cynedve Limited (Company Number: 02477631) with registered address 28 Welbeck Street, London, W1G 8EW.

Paceglobe Limited (Company Number: 05132584) with registered address 28 Welbeck Street, London, W1G 8EW.

Future Life Limited (Company Number: 03044974) with registered address 28 Welbeck Street, London, W1G 8EW.

European Wellcare Education Limited (Company Number: 04949254) with registered address 28 Welbeck Street, London, W1G 8EW.

European Wellcare Homes Limited (Company Number: 04092377) with registered address 28 Welbeck Street, London, W1G 8EW.

European Care (Allanbank) Limited (Company Number: SC260213) with registered address C/O Company Secretary, Allanbank, Bankend Road, Dumfries, Scotland, DG1 4AN

European Wellcare Lifestyles Limited (Company Number: 04949085) with registered address 28 Welbeck Street, London, W1G 8EW.

European Care (Danbury) Limited (Company Number: 06307000) with registered address 28 Welbeck Street, London, W1G 8EW.

European Care (Gillingham) Limited (Company Number: 06161912) with registered address 28 Welbeck Street, London, W1G 8EW.

European Care (West) Limited (Company Number: 05736767) with registered address 28 Welbeck Street, London, W1G 8EW.

European Lifestyles (South West) Limited (Company Number: 05948111) with registered address 28 Welbeck Street, London, W1G 8EW.

Subordinated Creditors

Esquire Group Investment (Holdings) Limited (Company Number: BVI – 162234) with registered address at Mill Mall, Suite 6, Whickham's Cay 1, PO BOX 3085, Road Town, Tortola, British Virgin Islands.

Esquire Consolidated Investment (Holdings) Limited (Company Number: BVI – 1598144) with registered address at Mill Mall, Suite 6, Whickham's Cay 1, PO BOX 3085, Road Town, Tortola, British Virgin Islands.

Secured CLN Agent

Sanne Trust Company Limited (Company Number: Jersey – 41570) with registered address at 13 Castle Street, St Helier, JE4 5UT.

Secured CLN Finance Parties

European Real Estate Debt S.a.r.l. at 51 Avenue JF Kennedy, L-1855 Luxembourg

FOFM-RPC International Investments II, LLC at 4571, Stephen Circle, NW, Suite 200, Canton, OH 44718.

This is the Paper Apart 3 referred to in the foregoing Form 466 in respect of an Intercreditor Agreement 25 July 2012 among, inter alia, Lloyds TSB Bank PLC, the Arrangers, the Senior Lenders, the Hedge Counterparties, the Secured CLN Finance Parties, the Secured CLN Agent and the Subordinated Creditors (as such terms are defined therein).

Please see Paper Apart 1 for definitions

Transaction Security

Each of the Parties had agreed that the Transaction Security shall rank and secure the following Liabilities (but only to the extent that such Transaction Security is expressed to secure those Liabilities) in the following order:

1. **first**, the Total Senior Liabilities pari passu and without any preference between them (unless otherwise agreed in writing by each Senior Creditor, the Agent and the Security Agent) up to an aggregate amount of £150,000,000; and
2. **second**:
 - (a) the Total Senior Liabilities pari passu and without any preference between them (unless otherwise agreed in writing by each Senior Creditor, the Agent and the Security Agent) up to an aggregate amount of £13,930,246; and
 - (b) the Total Secured CLN Liabilities up to an aggregate amount of £7,000,000,

on a pari passu basis between paragraph (a) and (b) above;
3. **third**:
 - (a) all remaining Total Senior Liabilities pari passu and without any preference between them (unless otherwise agreed in writing by each Senior Creditor, the Agent and the Security Agent in writing) excluding an amount equal to the Senior MIP Payment; and
 - (b) all remaining Secured CLN Liabilities,

on a pari passu basis between paragraph (a) and (b) above; and
4. **fourth**, Total Senior Liabilities in an amount equal to the Senior MIP Payment pari passu and without any preference between them (unless otherwise agreed by the Senior Creditors, the Agent and the Security Agent in writing).



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF AN ALTERATION TO A FLOATING CHARGE**

COMPANY NO. 262474

CHARGE NO. 7

I HEREBY CERTIFY THAT PARTICULARS OF AN INSTRUMENT
OF ALTERATION DATED 25 JULY 2012

WERE DELIVERED PURSUANT TO SECTION 878 OF THE
COMPANIES ACT 2006
ON 10 AUGUST 2012

THE INSTRUMENT RELATES TO A CHARGE CREATED ON 25
JULY 2012

BY EUROPEAN CARE (NORTH) LIMITED

IN FAVOUR OF
LLOYDS TSB BANK PLC

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

GIVEN AT COMPANIES HOUSE, EDINBURGH 13 AUGUST 2012



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES