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CHFP004

Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block lettering* insert full name
of company

COMPANIES FORM No. 395

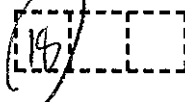
Particulars of a mortgage or charge

A fee of £10 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

2230827

395

BB1 10/118976

Name of company

* ST CLOUD CARE PLC

Date of creation of the charge

26 MARCH 1999

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

POLICY ASSIGNMENT DEED made between St Cloud Care Plc ("Company") (1) and
Credit Suisse First Boston ("Lender") (2)

Amount secured by mortgage or charge

All monies, obligations and liabilities due to the Lender from the Company on any account
whatsoever

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

CREDIT SUISSE FIRST BOSTON, 5 Cabot Square,

London

Postcode E14 4OR

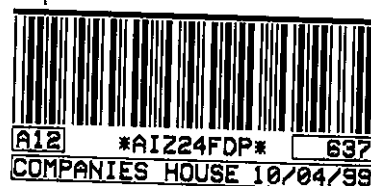
Presentor's name address and
reference (if any):Davies Arnold Cooper
12 Bridewell Place
London EC4V 6DN

Ref: 427/12083.31/AH

Time critical reference

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

The Company with full title guarantee and with the intent that the security shall rank as a continuous security for all the respective liabilities and obligations described above, assigns absolutely (and not by way of a charge only) to the Lender all its right, title and interest in and to the policy number LO1 93520201 effective from 28 August 1997 in respect of Philip Martin Connell, such policy being issued by Guardian Financial Services in favour of the Company and all rights contained (whether expressed or implied) therein and all monies and/or all benefits from time to time accruing thereunder or resulting therefrom including, without limitation, the right to make demand or take any action (including that for specific performance) against the insurer under any such policy and to exercise any remedies available at law or equity to the Company.

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)

Nil

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 6)

Signed

Darius Amodeo Corp

Date 6 April 1999

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 CF4 3UZ, DX: 33050 Cardiff

FILE COPY



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

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

COMPANY No. 02230827

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A POLICY ASSIGNMENT DEED DATED THE 26th MARCH 1999 AND CREATED BY ST. CLOUD CARE PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CREDIT SUISSE FIRST BOSTON ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 10th APRIL 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th APRIL 1999.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E

*Of
Pan*