

# M

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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

BB1/10/118939

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)

DEBENTURE

Amount secured by mortgage or charge

All monies and liabilities which are now due or which at any time hereafter may be due owing or incurred or made by the Company to Credit Suisse First Boston ("the Bank") including for the avoidance of doubt any further advances made after the date of the debenture or for which the Company may be or become liable to the Bank on any account or in any manner whatsoever whether alone or jointly with any other person firm or corporation and in whatever style name or form and whether as principal or surety or whether certain or contingent upon the happening of any event together with interest on all such money and liabilities so due (whether before or after any judgement which may be recovered therefor) to the date of actual repayment of any such monies and liabilities upon such days in each year as the Bank shall from time to time fix and together with costs charges and expenses and other payments incurred or made by the Bank pursuant to or in relation to the Debenture (including without limitation legal and valuation costs) or in preparing, completing and

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

CREDIT SUISSE FIRST BOSTON of 5 Cabot Square,

London

Postcode E14 4OR

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

Messrs 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

1 By way of Charge:-

- (i) The freehold property known as The Boynes, Hook Lane, Upton Upon Severn and more particularly comprised within title number HW130583 at H M Land Registry and all fixtures (including trade fixtures) fixed plant and machinery from time to time thereon.
- (ii) All other (if any) freehold and leasehold property of the Company both present and future and all fixtures (including trade fixtures) fixed plant and machinery from time to time thereon.
- (iii) All the right title and interest of the Company to and in all plant and machinery now or at any time hereafter vested in or held by or on behalf of the Company and not charged in paragraphs (i) and (ii) above and all related spare parts fuels equipment and tools.
- (iv) All book debts both present and future now or hereafter due or owing to the Company and the benefit of all rights relating thereto including (without prejudice to the generality of the foregoing) negotiable instruments legal and equitable charges reservation or proprietary rights of tracing and unpaid Vendors liens and similar and associated rights.

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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

*Dariusz Andrzej Lysy*

Date 6 April 1999

On behalf of ~~company~~ [mortgagee/chargee]<sup>†</sup>

<sup>†</sup> 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 Approval No.

CHA113

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COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

Particulars of a mortgage or charge  
(continued)

Continuation sheet No 1  
to Form No 395 and 410 (Scot)

Company number

2230827

Please complete  
legibly, preferably  
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bold block lettering

Name of company

ST CLOUD CARE PLC

~~LIMITED~~\*

\* delete if  
inappropriate

Description of the instrument relating or evidencing the mortgage or charge (continued) (note 2)

Amount due or owing on the mortgage or charge (continued)

enforcing the security created by the Legal Charge on a full and unqualified indemnity basis.

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bold black  
lettering**

Names, addresses and descriptions of the mortgagees or persons entitled to the charge  
(continued)

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block lettering

(v) All other monetary debts and claims both present and future (including things in action which give rise or may give rise to a debt or debts) now or hereafter due or owing to the Company and the benefit of all rights relating thereto including (without prejudice to the generality of the foregoing) such rights as are described in paragraph (iv) of the aforesaid.

(vi) (AA) All stock shares and other interest including (without prejudice to the generality of the foregoing) loan capital indebtedness or liabilities on any account or in any manner owing to the Company both present and future of the Company in (and from) any company which now is or may hereafter become a subsidiary (as defined in Section 736 of the Companies Act 1985 or any statutory modification or re-enactment thereof) of the Company or (BB) the full benefit of all stocks shares and securities or certificates of which are now or may at any time hereafter be lodged with the Bank or held by the Bank or its agents or transferred to or registered in the name of the Bank or its agents or their respective nominees and (CC) all rights in respect of or incidental to the premises described in sub paragraphs (AA) and (BB) above and (DD) all stocks shares rights monies or property accruing or offered at any time by way of conversion redemption bonus preference option or otherwise to or in respect of any of the property described in this paragraph (vi) including all dividends interest and other income payable in connection therewith.

(vii) The goodwill and the uncalled capital of the Company both present and future.

(viii) All present and future licences held in connection with the Company and all compensation which may at any time become payable to the Company by virtue of the Licensing Act 1964 or any other statutory enactment or amendment on account of the non-renewal of any of the said licences.

2 By way of Floating Charge, the undertaking and all property and assets of the Company both present and future including (without prejudice to the generality of the foregoing) heritable property and all other property and assets in Scotland and the property described in paragraph (i) and (vii) inclusive if and in so far as the charges thereon or on any part or parts thereof shall for any reason be ineffective as fixed charges.

Please note that:-

1 The Bank shall be entitled at any time by notice in writing to the Company to convert the above Floating Charge into a fixed charge.

2 The Company undertakes with the Bank that it will not except with the prior written consent of the Bank create grant extend or permit to subsist any mortgage debenture, charge or lien ranking in priority or pari passu with the Charge created by the debenture.

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## 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 DEBENTURE 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