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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

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margin

Pursuant to section 395 of the Companies Act 1985
(Address overleaf - Note 5)

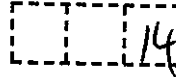
Please complete
legibly,
preferably in
black type, or
bold block
lettering

* insert full name
of company

To the Registrar of Companies

For official use

Company number



2230827

Name of company

* ST. CLOUD NURSING HOMES LIMITED

Date of creation of the charge

24TH NOVEMBER 1998

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

DEED OF ASSIGNMENT

Amount secured by mortgage or charge

All indebtedness liabilities and obligations of the Company due and owing to the Bank whether present or future actual or contingent and whether alone or jointly and whether as principal or surety.

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

Credit Suisse First Boston acting through its London branch whose principal office is situate at 5 Cabot Square, London ("the Bank")

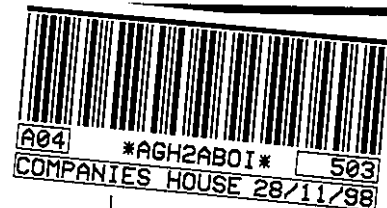
Postcode

E14 4OR

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

Davies Arnold Cooper
12 Bridewell Place
London
EC4V 6DN
Ref.: 427 (566)/12083.5

For official Use
Mortgage Section



Time critical reference

Short particulars of all the property mortgaged or charged

By way of security the Company with full title guarantee unconditionally and irrevocably assigns and agrees to assign unto the Bank all of its rights, title and interest in respect of the agreement relating to premises situated at Comberton Road, Kidderminster and known as Holmwood Home for Older People in the County of Hereford and Worcester and the purchase of residential and nursing care places dated 10 September 1997 and made between the County Council of Hereford and Worcester (1) and the Company (2) ("the Agreement") (and any rights from time to time arising thereunder).

Please do not
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Please complete
legibly, preferably in
black type, or bold
block lettering

The Company irrevocably and unconditionally undertakes to the Bank that it will at all times while there shall subsist any security constituted by or pursuant to the Deed of Assignment not create, attempt to create or permit to arise or subsist any charge, security arrangements or other encumbrance of any nature whatsoever on or over the Agreement (or any rights of the Assignor from time to time thereunder) or assign or purport to assign the same in favour of any person.

Particulars as to commission allowance or discount (note 3)

Nil

Signed

Dennis Andrew Lloyd

Date

27/1/98

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 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 DEED OF ASSIGNMENT DATED THE 24th NOVEMBER 1998 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 28th NOVEMBER 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2nd DECEMBER 1998.

M. Cornelius
M. CORNELIUS

for the Registrar of Companies



COMPANIES HOUSE

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