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COMPANIES FORM No. 395

0400025/13

395

Particulars of a mortgage or charge

CHFP000

A fee of £10 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 395 of the Companies Act 1985

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

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

For official use

Company number

| | | |
|--|--|--|
| | | |
|--|--|--|

4935691

Name of company

* insert full name of Company

HALLMARK HEALTHCARE (MAESTEG) LIMITED

Date of creation of the charge

18 MAR 2005

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

A DEED OF ADMISSION TO AN OMNIBUS GUARANTEE AND SET-OFF AGREEMENT DATED 8 SEPTEMBER 2004 (the "Agreement")

Amount secured by the mortgage or charge

All moneys and liabilities then due or which might thereafter become due to Lloyds TSB Bank plc (the "Bank") from either the Company or any one or more of the other parties to the Agreement (other than the Bank) being at the date hereof the following Companies:-

See attached continuation sheet.

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

LOYDS TSB BANK PLC, 25 GRESHAM STREET,
LONDON

Postcode EC2V 7HN

Presentor's name address and

Lloyds TSB Bank plc
Horley Securities Centre
P.O. Box 104,
13 High Street, Horley
Surrey RH6 7YA

Time critical reference

For official Use (02/00)
Mortgage Section



A02
COMPANIES HOUSE
A38
COMPANIES HOUSE

0624
02/04/05

0439
23/03/05

Short particulars of all the property mortgaged or charged

Any sums or sum for the time being standing to the credit of any present or future account of the Company with the Bank.
NOTE: - By Clause 14.7 of the Agreement, the Company agreed that it would not (without the prior written consent of the Bank) assign, mortgage, charge or otherwise confer upon any third party any right, title or interest in or to all or any of the accounts for the time being of the Company with the Bank or any sum or sums standing to the credit of any one or more of such accounts, or agree to do any such thing, or allow any such third party right, title or interest to subsist (except in each case in favour of, or upon, the Bank).

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

Signed

[Signature]

Lloyds TSB Bank plc
Horley Securities Centre,
Box 104,
15 High Street, Horley
Surrey. RH8 7YA

Date

22/3/05

On behalf of [company] [mortgagee/chargee]

A fee of £10 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 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

Hallmark Healthcare Group Limited - 4933894
Hallmark Healthcare (Ammersford) Limited - 5003685
Hallmark Healthcare (Cobrioc) Limited - 2694443
Hallmark Healthcare (Gaywood) Limited - 5003610
Hallmark Healthcare (Kings Lynn) Limited - 3777575
Hallmark Healthcare (Maeseg) Limited - 4935691
Hallmark Healthcare (Swindon) Limited - 4952292
Hallmark Healthcare (Walsall) Limited - 4145185
Hallmark Healthcare (Warrington) Limited - 2325736
Hallmark Healthcare Holdings Limited - 4794773
Hallmark Healthcare (Wrexham) Limited - 4032414
Hallmark Healthcare (Merthyr Tydfil) Limited - 5181382
Hallmark Healthcare (Gresford) Limited - 5244122
Hallmark Healthcare (Winsford) Limited - 4032412
Hallmark Healthcare (Pontypridd) Limited - 3345266
Hallmark Healthcare (Cardiff) Limited - 3517793
Hallmark Healthcare (Creswell) Limited - 5352215
Hallmark Healthcare (Pentwyn) Limited - 5182431
Hallmark Healthcare (Holmerwood) Limited - 5352255
Hallmark Healthcare (Tuxford) Limited - 5352259
Hallmark Healthcare (Sutton in Ashfield) Limited - 5352263
Hallmark Healthcare (Kirby in Ashfield) Limited - 5352261

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04935691

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF ADMISSION TO AN OMNIBUS GUARANTEE AND SET-OFF AGREEMENT DATED 8 SEPTEMBER 2004 DATED THE 18th MARCH 2005 AND CREATED BY HALLMARK HEALTHCARE (MAESTEG) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND/OR ALL OR ANY OF THE OTHER COMPANIES NAMED THEREIN TO LLOYDS TSB BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 2nd APRIL 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6th APRIL 2005.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —