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COMPANIES FORM No. 395

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

8 DEC 2004

AcN° 04 00025

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

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

RECEIVED For official use

Company number

B 5

4935691

Name of company

* insert full name of Company

* Hallmark Healthcare (Maesteg) Limited

Date of creation of the charge

6th January 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 8th 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:-

Hallmark Healthcare (Maesteg) 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 8181382

Hallmark Healthcare (Gresford) Limited 8244122

Hallmark Healthcare Group Limited 4933894

Hallmark Healthcare (Ammanford) Limited 5003685

Hallmark Healthcare (Caldicot) Limited 2694443

Hallmark Healthcare (Gaywood) Limited 5003610

Hallmark Healthcare (King's Lynn) Limited 3777575

Hallmark Healthcare (Winsford) Limited 4032412

Hallmark Healthcare (Pontypridd) Limited 3345266

Hallmark Healthcare (Cardiff) Limited 3517793

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

LLOYDS TSB BANK PLC, DEPT NO3014 SG HORLEY
SECURITIES CENTRE, P.O. BOX 104, 13 HIGH STREET,
HORLEY, SURREY Postcode RH6 7YA

Presentor's name address and reference (if any): MS-62453DH

HORLEY SECURITIES CENTRE
LLOYDS TSB BANK PLC
DX 96750 HORLEY

For official Use (02/00)
Mortgage Section

Post room

A18
COMPANIES HOUSE0431
08/01/05

Time critical reference

ANY SUM OR SUMS FOR THE TIME BEING STANDING TO THE CREDIT OF ANY PRESENT OR FUTURE ACCOUNT OF THE COMPANY WITH THE BANK.

14.7

NOTE: BY CLAUSE ~~12(1)~~ 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).

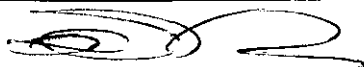
Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed



Date

7 JAN 2005

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:-

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 THE 6th JANUARY 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 8th JANUARY 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 13th JANUARY 2005.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —