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COMPANIES FORM No. 395

A/C 00400025/120

395

CHFP000

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

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

3

4935691

Name of company

* HALLMARK HEALTHCARE (MAESTEG) LIMITED

Date of creation of the charge

8 SEPTEMBER 2004

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

An Omnibus Guarantee and Set-Off Agreement (OGSA) dated 8/9 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 Group Limited (Company Number 4933894)
Hallmark Healthcare (Ammannford) Limited (Company Number 5003685)
Hallmark Healthcare (Caldicot) Limited (Company Number 2694443)
Hallmark Healthcare (Gaywood) Limited (Company Number 5003610)
Hallmark Healthcare (King's Lynn) Limited (Company Number 3777575)
Hallmark Healthcare (Maesteg) Limited (Company Number 4935691)
Hallmark Healthcare (Swindon) Limited (Company Number 4952292)
Hallmark Healthcare (Walsall) Limited (Company Number 4145185)
Hallmark Healthcare (Warrington) Limited (Company Number 2325736)
Hallmark Healthcare Holdings Limited (Company Number 4794773)
Hallmark Healthcare (Wrexham) Limited (Company Number 4032414)
Hallmark Healthcare (Merthyr Tydfil) Limited (Company Number 5181382)

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

Lloyds TSB Bank plc Department No. 14-56
Money Services Centre, P.O. Box 104,
16 High Street, Horley, Surrey. RH6 7YA

Presentor's name address and
reference (if any):MB 603498
Time critical referenceFor official Use (02/00)
Mortgage Section

Post room

A17
COMPANIES HOUSE

A1088YD1

0482
09/09/04

Short particulars of all the property mortgaged or charged

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

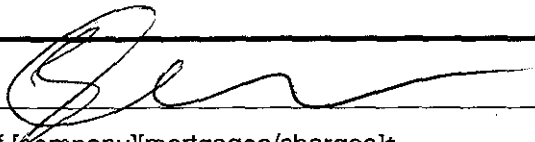
Any sum or sums for the time being standing to the credit of any one or more of any present or future accounts of the Companies or any of them with the Bank (including any accounts held in the Bank's name with any designation which includes the name(s) of the Companies or any of them) whether such accounts be denominated in sterling or in a currency or currencies other than sterling.

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).

Particulars as to commission allowance or discount (note 3)

NIL

Signed



Date

8/9/04

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 AN OMNIBUS GUARANTEE AND SET-OFF AGREEMENT DATED THE 8th SEPTEMBER 2004 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 9th SEPTEMBER 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th SEPTEMBER 2004 .

Handwritten signature/initials



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES