

M

CHF P004

Please do not
write in
this marginPlease complete
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

2

Company number

04935691

Name of company

Hallmark Healthcare (Maesteg) Limited (the "Company")

Date of creation of the charge

27 October 2003

Description of the instrument (if any) creating or evidencing the charge (note 3)

A legal charge dated 27 October 2003 between the Company and the Governor and the
Company of the Bank of Ireland (the "Bank") (the "Legal Charge")

Amount secured by mortgage or charge

All monies and all obligations and liabilities whether actual or contingent at the date of the creation of the Legal Charge or thereafter due owing or incurred to the Bank by the Company in whatever currency denominated whether on any banking or other account or otherwise in any manner whatsoever (whether alone or jointly and in whatever style, name or form and whether as principal or surety) including, without limitation, all liabilities in connection with foreign exchange transactions, accepting, endorsing or discounting any notes or bills, or under bonds, guarantees, indemnities, documentary or other credits or any instruments whatsoever from time to time entered into by the Bank for or at the request of the Company and all amounts which may become payable or for which the Company may become liable under the Legal Charge and together with interest to the date of payment as provided in the Legal Charge, commission, fees and other charges and all legal and other costs, charges and expenses

(see continuation sheet)

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

The Governor and Company of the Bank of Ireland

36 Queen Street

London

Postcode

EC4R 1HJ

Presenter's name address and
reference (if any): Davies Arnold
Cooper, 6-8 Bouverie Street, EC4Y
8DD (Ref. 694/3553.83)

Time critical reference

For official Use
Mortgage Section

Post Room

A15
COMPANIES HOUSE0315
30/10/03

Short particulars of all the property mortgaged or charged

The Company charged and mortgaged with full title guarantee as a continuing security with the payment to the Bank of all the monies agreed to be paid pursuant to the Legal Charge (including any expenses and charges arising out of or in connection with the acts or matters referred to in clause 11 of the Legal Charge) and with the discharge of all obligations and liabilities referred to in the Legal Charge:

- (i) all the freehold property known as land on the north side of Bryn Celyn, Maesteg (known as Bryn Celyn Nursing Home) as is registered at HM Land Registry with title number WA680280 (the "Property") and all buildings, structures, fixtures (including trade fixtures) and fixed plant, machinery and equipment from time to time thereon.
- (ii) all the rights, title and interest of the Company to and in any proceeds of any present or future insurances of the Property.

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 2)

None

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Signed

James M. d. Woyce

Date

29 October 2003

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 Cheques and postal orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF14 3UZ, DX: 33050 Cardiff

Please do not write
in this binding
margin

CHFP004

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot) (Cont.)
Particulars of a mortgage or charge
(continued)

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

1

Company number

04935691

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

Name of company

Hallmark Healthcare (Maesteg)

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)

incurred by the Bank or any receiver in relation to the Company or all or any part of the property, assets and rights comprised in or subject to the charges contained in the Legal Charge on a full indemnity basis and all losses and damage that may be sustained, suffered or incurred by the Bank arising out of or in connection with any act, matter or thing done or omitted to be done by the Company under the Legal Charge or any document, arrangement or agreement between the Company and the Bank or any disclaimer of any of its contracts, agreements or arrangements or any of its liabilities or obligations to the Bank and also interest on such sums to the date of payment.

Please do not
write in this
binding margin

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

Name, addresses and descriptions of the mortgages or persons entitled to the charge
(continued)

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

Short particulars of all the property mortgaged or charged (continued)

Please do not
write in this
binding margin

- (iii) (unless otherwise specifically agreed by the Bank in writing), any present and future goodwill attaching to the Property by reason of the carrying on thereof of the business (if any) of the Company or a predecessor of the Company in that business.
- (iv) all moveable plant, machinery, implements, utensils, furniture and equipment now or from time to time placed on or used in or about the Property.

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

The charge created by the Legal Charge referred to at (i), (ii), (iii) shall be a first fixed charge (and as regards the property referred to at (i) above shall constitute a charge by way of legal mortgage thereon) and as to the property referred to at (iv) above and to the extent any property, assets and/or rights are not or have ceased to be effectively mortgaged or charged by way of a first fixed charge shall be a floating charge (which shall crystallize or on demand being made in accordance with clause 2 of the Legal Charge).

NEGATIVE PLEDGE

The Company covenanted, by way of negative pledge, in the Legal Charge not to create or attempt to create or permit to subsist upon the property charged by the Legal Charge any mortgage, debenture, pledge or charge upon or permit any lien right of set-off or other security interest or incumbrance whatsoever to rise on or affect any part of the property mortgaged by the Legal Charge ranking either in priority to or *pari passu* with the charge created by the Legal Charge or which will rank after the charges contained in the Legal Charge.

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 LEGAL CHARGE DATED THE 27th OCTOBER 2003 AND CREATED BY HALLMARK HEALTHCARE (MAESTEG) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF IRELAND ON ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 30th OCTOBER 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 31st OCTOBER 2003.

Dr---



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES