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CHF P004

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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

Company number

04935691

Name of company

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

Date of creation of the charge

27th October 2003

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

A Debenture dated 27 October 2003 between the Company (1) and the Governor and Company of the Bank of Ireland (the "Bank") (2) (the "Debenture").

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 Debenture 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 Debenture and together with interest to the date of payment as provided in the Debenture, 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,
DX 172 London(Ref. 694/3553.83)

Time critical reference

For official Use
Mortgage Section

Post Room

A15
COMPANIES HOUSE0814
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 monies agreed to be paid (including any expenses and charges arising out of or in connection with the acts or matters referred to in clause 12 of the Debenture) and with the discharge of all obligations and liabilities referred to in the Debenture:

- (i) all future freehold and leasehold property of the Company and all buildings, structures, fixtures (including trade fixtures) and fixed plant, machinery and equipment from time to time thereon.
 - (ii) all present and future goodwill and connection of all businesses carried on by or on behalf of the Company, any patents, trademarks, copyrights, registered designs and similar assets or rights for the time being owned or held by the Company including all fees, royalties and other rights derived therefrom or incidental thereto and any
- see continuation sheet

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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 Davies Arnold Cooper 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

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

Please complete
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lettering

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

Company number

04935691

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 Debenture on a full indemnity basis and all losses and damages 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 Debenture 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.

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

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

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uncalled capital for the time being of the Company

- (iii) all book debts and other debts and all monies whatsoever for the time being due, owing or payable to the Company, (including the benefit of any judgment or order to pay a sum of money) and the benefit of any mortgages, charges, pledges, liens, right of set-off or any security interest whatsoever, howsoever created or arising, for the time being held by the Company in respect of any such debts or monies and all cash deposits in any account of the Company with any person and all bills of exchange, promissory notes and negotiable instruments of any description at any time owned or held by the Company.
- (iv) all shares and marketable securities and options to acquire such shares and marketable securities for the time being owned by the Company and all rights in respect of or incidental thereto including all dividends, interest and other distributions and all accretions, benefits and advantages.
- (v) all the right, title and interest of the Company to and in any proceeds of any present or future insurances.
- (vi) the undertaking and all other property, assets and rights of the Company whatsoever and wheresoever both present and future.

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The charges created by the Debenture shall as regards the property referred to at (i), (ii), (iii), (iv), (v) above, be a first fixed charge and as regards all those parts of the property referred to at (i) at the date of the creation of the charge or thereafter vested in the Company shall constitute a charge by way of legal mortgage and shall as to the property referred to at (vi) 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 first fixed charge be a floating charge but so that the Company shall not without the consent in writing of the Bank create any mortgage, debenture, charge, pledge or any security interest whatsoever upon and so that no lien or right of set-off shall in any case or in any manner arise on or affect any part of the property described under clause 4 of the Debenture ranking either in priority to or *pari passu* with the charge created by the Debenture or which will rank after the charge contained in the Debenture

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 DEBENTURE 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.

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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —