



Please do not
write in
this margin

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985

WR31C

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

To the Registrar of Companies

For official use
[X] (1)

Company number

2230827

Name of company

* SOUTH COUNTRY (COMMERCIAL) LIMITED

* Insert full name
of company

Date of creation of the charge

26th February 1993

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

Legal Charge

Amount secured by the mortgage or charge

~~Two Hundred and Twenty Four Thousand Pounds (£224,000)~~

ALL MONIES

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

National Westminster Bank PLC

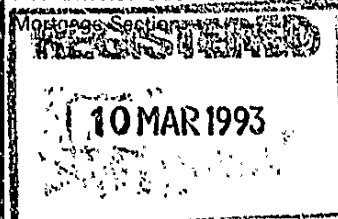
51 St Johns

Worcester

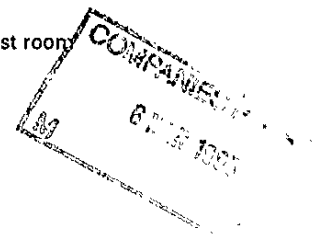
Postcode WR2 5AG

Presentor's name address and
reference (if any):

For official Use



Post room



Form F135 (No. 395)
© Fourmat Publishing
27 & 28 St Albans Place
London N1 0NX
July 1985

Time critical reference

FAX RECEIVED 10-3-93

- 9 MAR 1993

Short particulars of all the property mortgaged or charged

Please do not
write in
this margin

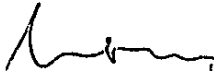
Please complete
legibly, preferably
in black type, or
bold block lettering

All that freehold property known as St Cloud Old Hills Callow End
Near Worcester more particularly described in a Conveyance dated
1st December 1967

F/c
Floating charge over all movable plant
machinery implements utensils furniture
and equipment.

Particulars as to commission allowance or discount (note 3)

Signed



Date 4. 3. 1993.

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.



Linton Connell + Smith

Solicitors

Partners.

Linton D. J. Connell LL.B (Hons).
Robert H. Smith.
Nicola R. Walker LL.B. (Hons).

Malvern House,
7, Malvern Road,
St. Johns,
Worcester.
WR2 4LE

DX29862 St Johns.

Worcester.

Assistant Solicitor:
David M. Sheppard, B.Sc. A.R.I.C.S.

Tel 0905 429122
Fax 0905 420447

FACSIMILE TRANSMISSION

TO: Companies House.

ATTENTION OF: Mrs Jenkins. Mortgage Lender 3

FROM: L D J Connell.

DATE: 10.3.93.

NUMBER OF PAGES:
(including cover) 1.

SUBJECT: St Cloud, Old Hall Colliers End.

Further to your message left at the office today
we hereby authorise the amendment of the registration
I change to say:

"All monies due or to become due from the company
charges on any account whatsoever."

and also.

"By way of floating security all moveable plant machinery
implements utensils furniture and equipment."

The above words may be added ; and thanks for
your assistance.

Line [Signature]

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

I hereby certify that a mortgage or charge dated the 26th FEBRUARY 1993
and created by SOUTH COUNTRY (COMMERCIAL) LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to NATIONAL WESTMINSTER BANK PLC

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 10th MARCH 1993

Given under my hand at the Companies Registration Office,
Cardiff the 12th MARCH 1993

No. 2230827

*DX
R.3*

Peter C Nash
PETER C NASH

an authorised officer

C.69a



COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

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Pursuant to section 395 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

[] [] [] []

2230827

Name of company

* Insert full name
of company*
St Cloud Nursing Home Limited

Date of creation of the charge

12 April 1994

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

Debenture

Amount secured by the mortgage or charge

All monies and liabilities which are now or which at any time hereafter may be due owing or incurred by St Cloud Nursing Home Limited to UCB Bank plc including for the avoidance of doubt any further advances made after the date hereof on any account or in any manner whatsoever whether actual or contingent upon the happening of any event together with interest on the money so due (whether before or after any judgement which may be recovered therefor) to the date of the actual repayment of the indebtedness upon such days in each year as UCB Bank plc shall from time to time fix and together with commission and other banking charges and all legal and other costs charges and expenses and other payments incurred by UCB Bank plc pursuant or in relation to this Debenture or in preparing and enforcing the security hereby created (on a full and unqualified indemnity basis)

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

UCB Bank plc, UCB House, 36-60 Sutton Court Road, Sutton, Surrey		Postcode
--	--	----------

Presenter's name address and
reference (if any):

19 APR 1994

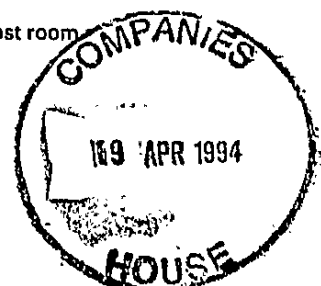
Clyde & Co
Beaufort House
Chertsey Street
Guildford
Surrey GU1 4HA
(Ref: LEC/AFH/94012410)

Time critical reference

For official Use
Mortgage Section

Post room

19 APR 1994



Short particulars of all the property mortgaged or charged

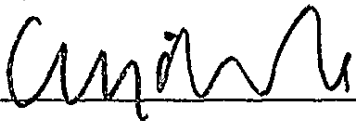
The whole of the undertaking of St Cloud Nursing Home Limited and all its property and assets as more particularly referred to in the Debenture

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)

Signed



Date

15.4.94

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 The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF4 3UZ



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02230827

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 12th APRIL 1994 AND CREATED BY ST. CLOUD NURSING HOME LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO UCB BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 19th APRIL 1994.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21st APRIL 1994.

Jennifer V Tonks

JENNIFER V TONKS

for the Registrar of Companies



COMPANIES HOUSE

DX 21/4

HC0268

Particulars of a mortgage or charge

395

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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 5)**

For official use

Company number

3

2230827

Name of company

* insert full name
of company

St Cloud Nursing Home Limited

Date of creation of the charge

12 April 1994

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

Legal Charge

Amount secured by the mortgage or charge

All monies and liabilities which are now or which at any time hereafter may be due owing or incurred or made by St Cloud Nursing Home Limited to UCB Bank plc or for which St Cloud Nursing Home Limited may be or become liable to UCB Bank plc on any account or in any manner whatsoever whether alone or jointly with any other person firm or corporation and in whatever style name or form and whether as principal or surety whether certain or contingent upon the happening of any event together with interest or all such money and liabilities so due (whether before or after any judgement which may be recovered therefore) to the date of the actual repayment of the indebtedness upon such days in each year as UCB Bank plc shall from time to time fix and together with costs charges and expenses and other payments incurred or made by UCB Bank plc pursuant or in relation to this legal charge or in enforcing the security created.

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

UCB Bank plc, UCB House,
36-60 Sutton Court Road
Sutton, Surrey

Postcode

Presentor's name address and
reference (if any):

Clyde & Co
Beaufort House
Chertsey Street
Guildford
Surrey GU1 4HA
(Ref: LEC/AFH/9401240)

Time critical reference

For official Use
Mortgage Section

19 APR 1994

Post room

COMPANIES
19 APR 1994
HOUSE

Short particulars of all the property mortgaged or charged

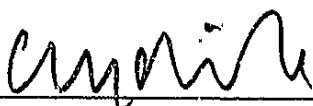
ALL THAT Freehold property known as St Cloud Nursing Home Limited as the same is registered at H M Land Registry with title absolute under Title Number HW126037 TOGETHER with all buildings and fixtures thereon as a continuing security with the payment to UCB Bank plc of the indebtedness and St Cloud Nursing Home Limited will in addition charge by way of floating charge all moveable plant machinery implements utensils furniture goods and equipment now or from time to time placed on or used in or about the mortgaged property as a continuing security. St Cloud Nursing Home Limited as beneficial owner assigns the goodwill of the business carried on upon the mortgaged property; the full benefit of all present and future licences in connection with the said business and all compensation which may at any time become payable to UCB Bank plc by virtue of the Licensing Act 1964 or any other statutory enactment on account of the non-renewal of any of the said licences unto UCB Bank plc absolutely but subject to redemption upon payment of the indebtedness in full.

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)

Signed



Date

15.4.94

On behalf of [company][mortgagee/chargee]†

† delete as appropriate

Notes

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 - (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.
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Companies House, Crown Way, Cardiff CF4 3UZ



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

COMPANY No. 02230827

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 12th APRIL 1994 AND CREATED BY ST. CLOUD NURSING HOME LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO UCB BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 19th APRIL 1994.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21st APRIL 1994.

Jennifer V. Jones
JENNIFER V. JONES

for the Registrar of Companies



COMPANIES HOUSE

HC026B

Dx 21/4