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COMPANIES FORM No. 395

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Particulars of a mortgage or charge

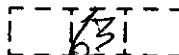
395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number



1946682

Name of company

* WESTMINSTER HEALTH CARE LIMITED

Date of creation of the charge

9 NOVEMBER 1999 (by recording/registration in the Sasine/Land Registers)

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

Standard Security by the Company in favour of Prudential Trustee Company Limited (the "Security Trustee") dated 5 November 1999

Amount secured by the mortgage or charge

See attached continuation sheet 1

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

PRUDENTIAL TRUSTEE COMPANY LIMITED, 142 Holborn Bars, London

Postcode

EC1N 2NH

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

Biggart Baillie, Solicitors
Dalmore House
310 St Vincent Street
GLASGOW, G2 5QR
PAC/7256.84

For official Use
Mortgage Section

Post room



A48
COMPANIES HOUSE

0857
24/11/99

Time critical reference

Short particulars of all the property mortgaged or charged

Archview Lodge Nursing Home, Newmills Road, Dalkeith, Midlothian as more particularly described in the attached continuation sheet 2.

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 B. B. B. Date 23 November 1999

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

Continuation Sheet 1 for Form 395 re:
Standard Security by the Company in favour of Prudential Trustee
Company Limited over:

Archview Lodge Nursing Home, Newmills Road, Dalkeith, Midlothian

The WHC Secured Amounts, being all monies and liabilities whatsoever which on 5 November 1999 or at any time thereafter may (whether before or after demand) become due owing and payable to the Security Trustee (whether for its own account or as trustee for the WHC Secured Creditors) or any of the other WHC Secured Creditors (and whether solely or jointly with one or more persons and whether as principal or surety) by the Obligors actually or contingently under the Transaction Documents covenanted and undertaken to be paid and discharged by the Obligors, on a joint and several basis, to the Security Trustee under the WHC Debenture, subject to the provisions of the Transaction Documents; all as the terms "WHC Secured Amounts", "Security Trustee", "WHC Secured Creditors", "Obligors", "Transaction Documents" and "WHC Debenture" are defined in the Master Definitions and Construction Schedule signed for the purposes of identification by Freshfields, Solicitors, 65 Fleet Street, London, EC4Y 1HS and Allen & Overy, Solicitors, 1 New Change, London, EC4M 9QQ for the purposes of identification on or about 5 November 1999 as the same may be amended, varied or supplemented from time to time.

Continuation Sheet 2 for Form 395 re:
Standard Security by the Company in favour of Prudential Trustee
Company Limited over:

Archview Lodge Nursing Home, Newmills Road, Dalkeith, Midlothian

ALL and WHOLE that area of ground lying to the south of Newmills Road, Dalkeith forming part of the Newbattle Estate and part of the subjects generally known as Brewlands, Dalkeith in the County of Midlothian being the subjects more particularly described in, disposed by and shown outlined in red on the plan annexed and signed as relative to Disposition by The Most Honourable Peter Francis Walter Kerr, Twelfth Marquess of Lothian in favour of the Company dated Twenty sixth May and recorded in the Division of the General Register of Sasines for the County of Midlothian on Tenth June both months in Nineteen hundred and ninety four (under declaration, for the avoidance of doubt that between points A and B and C and D on the said plan, the boundary of the subjects secured shall be the northeastmost face of the existing wall) BUT EXCEPTING THEREFROM (a) the salmon (if any) and other fishing rights in the River South Esk (b) the subjects known as Eskside House being the subjects described in the Disposition by The Most Honourable Peter Francis Walter Kerr, Twelfth Marquess of Lothian in favour of John Forbes and Eileen Isobel Forbes dated Tenth and recorded in the said Division of the General Register of Sasines on Thirty first both days of January Nineteen hundred and eighty five and (c) the air space occupied by the existing archway over the existing access road forming part of the subjects secured lying generally between the points B and C on the last mentioned plan, together with the solum of the supporting pillars thereof and (d) that area of ground with Dalkeith Lodge thereon shown coloured purple on the said plan; all as the subjects secured are known as Archview Lodge Nursing Home, Newmills Road, Dalkeith, Midlothian TOGETHER WITH by way of inclusion and not exception (One) the existing boundary walls, gables and fences surrounding the subjects secured (in so far as possessed by the Company) under exclusion of the boundary wall lying to the south of the subjects secured, the whole of the said archway, supporting pillars and the solum thereof and any part of Dalkeith Lodge, and the existing wall between the points A and B, C and D, D and E and F and G on the said plan; (Two) the whole mines, metals and minerals thereof so far as the Company have right thereto; (Three) the whole buildings and other erections on the whole subjects secured; (Four) the parts, privileges and pertinents thereof; (Five) the whole heritable fittings and fixtures therein and thereon; (Six) the whole rights of access and other rights whether common, mutual or sole effeiring to the whole subjects secured; and (Seven) the Company's whole right, title and interest present and future in and to the whole subjects secured.



COMPANIES FORM No. 398

**Certificate of registration in
Scotland or Northern Ireland
of a charge comprising property
situate there**

398

Please do not
write in
this margin

Pursuant to section 398(4) of the Companies Act 1985

To the Registrar of Companies
(Address overleaf)

Company number

1946682

Name of company

* WESTMINSTER HEALTH CARE LIMITED

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

* insert full name
of company

Peter Alexander Cruickshank

of Biggart Baillie, Solicitors, Dalmore House, 310 St Vincent Street,
Glasgow, G2 5QR

certify that the charges being a Standard Security by the Company in favour of
Prudential Trustee Company Limited (in its capacity as Security Trustee)
dated 5 November 1999

§ give date and
parties to charge

of which a true copy is annexed to this form was presented for registration on 9/11 19 99
in [Scotland] ~~IN NORTHERN IRELAND~~

† delete as
appropriate

Signed

Peter A Cruickshank Date

23 November 1999

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

Biggart Baillie, Solicitors
Dalmore House
310 St Vincent Street
GLASGOW G2 5QR

PAC/7256.84

For official Use
Mortgage Section

Post room

Notes

The address of the Registrar of Companies is:-

Companies House
Crown Way
Cardiff
CF4 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01946682

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON 9th NOVEMBER 1999 DATED THE 5th NOVEMBER 1999 AND CREATED BY WESTMINSTER HEALTH CARE LIMITED FOR SECURING ALL MONIES AND LIABILITIES DUE OR TO BECOME DUE FROM THE OBLIGORS (AS DEFINED) TO PRUDENTIAL TRUSTEE COMPANY LIMITED (WHETHER FOR ITS OWN ACCOUNT OR AS TRUSTEE FOR THE WHC SECURED CREDITORS (AS DEFINED)) OR ANY OF THE OTHER WHC SECURED CREDITORS UNDER THE TRANSACTION DOCUMENTS (AS DEFINED), UNDER THE WHC DEBENTURE SUBJECT TO THE PROVISIONS OF THE TRANSACTION DOCUMENTS OR ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 24th NOVEMBER 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 26th NOVEMBER 1999.

J. Law



C O M P A N I E S H O U S E



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES