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COMPANIES FORM No. 395

B 162x16 016/91

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

[6] [] [] []

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

Time critical reference

For official Use
Mortgage Section

Post room



short particulars of all the property mortgaged or charged

Fairview House Nursing Home, Fairview Street, Danestone, Bridge of Don,
Aberdeen as more particularly described in the attached continuation
sheet 2.

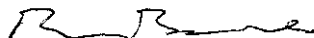
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Please complete
legibly, preferably
in black type, or
bold block lettering

Particulars as to commission allowance or discount (note 3)

NIL

Signed



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:

Fairview House Nursing Home, Fairview Street, Danestone, Bridge of Don, Aberdeen

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:

Fairview House Nursing Home, Fairview Street, Danestone, Bridge of Don, Aberdeen

ALL and WHOLE that area of ground forming part of the Farm and Lands of Danestone and the Farm and Lands of Easter Persley and Persley Croft in the former Parish of Old Machar and County of Aberdeen extending to two acres and one decimal or one tenth part of an acre or thereby Imperial Measure more particularly described in, disposed by and shown delineated in red on the plan annexed and executed as relative to Disposition by William Paton Cleland, Duncan James MacLeod and David Romer Paton as Trustees with consent of Hugh MacRae & Company (Builders) Limited in favour of the Company dated Thirty first July, First and Sixth August and Twenty second September and recorded in the Division of the General Register of Sasines applicable to the County of Aberdeen on Twenty fourth October all Nineteen hundred and eighty nine and the buildings erected thereon known as and forming Fairview House Nursing Home, Fairview Street, Danestone, Bridge of Don, Aberdeen in the County of Aberdeen; TOGETHER WITH (One) the rights pertaining thereto more particularly described in the said Disposition by William Paton Cleland, Duncan James MacLeod and David Romer Paton as Trustees with the consent of Hugh MacRae & Company (Builders) Limited in favour of the Company dated and recorded as aforesaid; (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.

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COMPANIES FORM No. 398

398

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

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

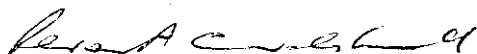
Peter Alexander Cruickshank

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

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

Signed



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

GLASGOW23rd November, 1999

This and the succeeding 4 pages
certified a true copy

R. Baillie

BIGGART BAILLIE
AGENTS
DALMORE HOUSE
310 ST. VINCENT STREET
GLASGOW G2 5QR

STANDARD SECURITY

by

WESTMINSTER HEALTH CARE LIMITED

in favour of

PRUDENTIAL TRUSTEE COMPANY LIMITED
(in its capacity as Security Trustee)

1999

Subjects: Fairview House Nursing Home, Fairview Street,
Danestone, Bridge of Don, Aberdeen

BIGGART BAILLIE
Solicitors
Glasgow & Edinburgh

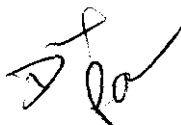
FILE COPY**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES