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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

CHA 116

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

* insert full name
of company

To the Registrar of Companies

For official use

Company number

0211

2079932

Name of company

* BUPA Nursing Homes Limited

Date of creation of the charge

28th October 1999

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

See Appendix 1

Amount secured by the mortgage or charge

See Appendix 2

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

UK Care No. 1 Limited, Suite 7,
Albert House, South Esplanade,
St. Peter Port,
Guernsey GY1 4AU

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

Slaughter and May
35 Basinghall Street
London EC2V 5DB

Ref: DTF/AJXL/CRF

Time critical reference

For official use
Mortgage Section

Post room



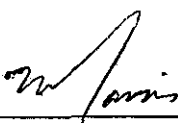
See Appendix 3

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

28/10/99

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.

APPENDIX 1 - Description of the instrument creating or evidencing the charge

Rent Deposit Deed (the "Deed") dated 28th October 1999 and made between UK Care No.1 Limited (the "Landlord") (1), BUPA Nursing Homes Limited (the "Tenant") (2) and BUPA Care Homes Group Limited (the "Guarantor") relating to the property known as Eastbury Manor House, Guildford, Surrey and registered at HM Land Registry under title number SY258530 shown for identification purposes only edged red on the plan attached to the Lease (the "Demised Premises").

APPENDIX 2 - Amount secured by the mortgage or charge

The sum of £42,000 held on deposit at HSBC Bank plc, City of London Corporate Office, 27-32 Poultry, London EC2P 2BX (the "Deposit Sum"), including any interest earned thereon.

APPENDIX 3 - Short particulars of all the property mortgaged or charged

The Tenant, with full title guarantee, charged to the Landlord, by way of a first fixed charge, the Tenant's interest in the Deposit Sum (including any interest earned thereon) as a continuing security for due performance of the covenants and breach of warranties on the part of the Tenant contained in the Lease, the Deed, or in the Debenture.

The "Debenture" means the debenture dated 8th October 1999 and made between BUPA LeaseCo (Guernsey) Limited (1) and the Tenant (2);

The "Lease" means the Lease of the Demised Premises dated 8th October 1999 and made between BUPA LeaseCo (Guernsey) Limited (1) and the Tenant (2).

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02079932

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A RENT DEPOSIT DEED DATED THE 28th OCTOBER 1999 AND CREATED BY BUPA NURSING HOMES LIMITED FOR SECURING THE SUM OF £42,000 HELD ON DEPOSIT AT HSBC BANK PLC, CITY OF LONDON CORPORATE OFFICE, 27-32 POULTRY, LONDON EC2P 2BX (THE "DEPOSIT SUM"), INCLUDING ANY INTEREST EARNED THEREON DUE FROM THE COMPANY TO UK CARE NO. 1 LIMITED UNDER THE TERMS OF THE LEASE DATED 8TH OCTOBER 1999, THIS DEED OR THE DEBENTURE DATED 8TH OCTOBER 1999 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 28th OCTOBER 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2nd NOVEMBER 1999.

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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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