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CHFP025

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in black type, or
bold block lettering

* insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

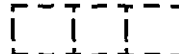
A fee of £10 is payable to Companies House in respect
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number



03156327

Name of company

* Southern Cross Healthcare Services Limited

Date of creation of the charge

12th October 1999

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

Supplemental Debenture

Amount secured by the mortgage or charge

All monies obligations and liabilities whatsoever whether for principal interest rent or otherwise in whatever currency which may now or at any time in the future be due owing or incurred by the Company to NHP Securities No.3 Limited, NHP Securities No.5 Limited, NHP Securities No.8 Limited and NHP Securities No.9 Limited whether present or future actual or contingent and whether alone or severally or jointly as principal guarantor surety or otherwise and in whatever name or style.

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

NHP Securities No.3 Limited, 6 Broad Street Place, Blomfield Street,
London, EC2M 7JH

NHP Securities No.5 Limited, 47 Esplanade, St Helier, Jersey, JE1 OBD
Postcode

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

Eversheds
Holland Court, The Close,
Norwich, Norfolk, NR1 4DX

For official Use
Mortgage Section

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

By way of first legal mortgage: all of the Company's interest including in particular its leasehold interests in the Properties listed below:

Abergarw Nursing Home, Abergarw Road, Abergarw, Brynmenyn, Brigend

Four Seasons Nursing Home, Brightmet Fold Lane, Brightmet, Bolton, Lancashire BL2 5NB

Ferndale Court and Ferndale Mews Nursing and Residential Homes, St Michaels Road, Widnes, Cheshire WA8 8TF

Glenmoor House Nursing Home, 25-27 Rockingham Road, Corby, Northamptonshire, NN17 1AD

Lucas Court Nursing Home, Northampton Lane North, Moulton, Northampton, NN3 7RQ

Maple Court Nursing and Residential Home, Rotherwood Drive, Rotherwood Park, Stafford, Staffordshire

(above properties to be charged in favour of NHP Securities No.5 Limited)

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

Particulars as to commission allowance or discount (note 3)

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

Date

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 CF4 3UZ

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**Particulars of a mortgage or charge
(continued)**

Continuation sheet No 1
to Form No 395 and 410 (Scot)

CHFP025

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Company Number

03156327

Name of Company

Southern Cross Healthcare Services Limited

Limited*

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

**Please complete
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bold block lettering**

NHP Securities No.8 Limited, 47 Esplanade, St Helier, Jersey, JE1 OBD
NHP Securities No.9 Limited, 47 Esplanade, as above

Orchard Mews, Bentinck Road, Newcastle-upon-Tyne, NE4 6UX

Plas Cwm Carw Nursing Home, Oakwood Lane, Port Talbot, West Glamorgan,
SA13 1DF

Victoria Mews Residential Home, 487-493 Binley Road, Binley, Coventry,
CV3 2DP

(above properties to be charged in favour of NHP Securities No.5
Limited)

Catherine House Nursing and Residential Home, Cork Street, Frome,
Somerset, BA11 1BR

Hodge Hill Nursing Home, 150 Coleshill Road, Hodge Hill, Birmingham, B36
8AD

Merlin Court Nursing Home, Hyde Lane, Marlborough, Wiltshire, SN8 1JT

Oaklands Residential Home, Forest Glade, Dunton Hills, Laindon, Essex,
SS16 6SA

Rowan Court Nursing and Residential Home, Silverdale Road, Newcastle
Under Lyme, Staffordshire ST5 8PO

(above properties to be charged in favour of NHP Securities No.3
Limited)

Bowood Court and Mews Nursing and Residential Home, Hewell Road,
Batchley, Redditch, B97 6AT

Lady Astor House Nursing Home, Burlington Road, Slough, Berkshire SL1
1BN

The Beeches Nursing Home, 55 Furlong Street, Arnold, Nottingham NG5 7AJ

(above properties to be charged in favour of NHP Securities No.8
Limited)

Oak Tree Mews Residential Home, Landgate Oaks, Hospital Road,
Moreton-in-Marsh, Gloucestershire GL56 OBL

(above property to be charged in favour of NHP Securities No.9 Limited)

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03156327

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SUPPLEMENTAL DEBENTURE DATED THE 12th OCTOBER 1999 AND CREATED BY SOUTHERN CROSS HEALTHCARE SERVICES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NHP SECURITIES NO.9 LIMITED, NHP SECURITIES NO.8 LIMITED, NHP SECURITIES NO.5 LIMITED AND NHP SECURITIES NO.3 LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 15th OCTOBER 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd OCTOBER 1999.

DI 23/10
LL.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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