

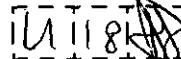
**Particulars of a mortgage or charge****395**Please do not
write in
this margin

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



3156327

Name of company

*

SOUTHERN CROSS HEALTHCARE SERVICES LIMITED

Date of creation of the charge

11th April 1997

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

Rent Deposit Deed

Amount secured by the mortgage or charge

**All sums payable to the Landlord (as defined below) in the
event of a Default.****See continuation sheet for definition of "Default"**

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

**NHP Securities No. 1 plc
6 Broad Street Place
London**

Postcode

EC2M 7JHPresentor's name address and
reference (if any):**EVERSHEDS
Churchgates House
Cutler Street
Ipswich IP1 1UR****Ref: HGW**For official Use
Mortgage Section

Post room



Time critical reference

22. 4. 97
60

The Tenant with full title guarantee charges to the Landlord:

1. The Initial Deposit
2. All Interest
3. The Deposit Account and
4. The Deposit Balance.

See continuation sheet for definitions.

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)

Not applicable

Signed Greshams Date 21.4.97

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.
/usr/cp3/67/67911-6/0376.mag
- 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

SOUTHERN CROSS HEALTHCARE SERVICES LIMITED

COMPANY NUMBER 3156327

"Default" means any of the following:-

1. any failure by the Tenant to pay the whole or any part of the rents from time to time payable under the Lease in accordance with its terms;
2. any failure to make or delay by the Tenant in making any other payment (whether of interest, damages, costs, expenses, VAT, or otherwise) payable to the Landlord;
3. Any failure, non-observance, omission or non-performance of any covenant or obligation on the part of the Tenant contained in the Lease;
4. the Tenant entering into liquidation whether compulsory or voluntary (save for the purposes of solvent reconstruction or amalgamation) or suffering a receiver, administrative receiver or administrator to be appointed or being otherwise dissolved or ceasing to exist;
5. the forfeiture of the Lease by the Landlord or disclaimer of the Lease by a trustee in bankruptcy or by a liquidator

"Lease: means the lease entered into between the Landlord and the Tenant dated 30th October 1996 in respect of land at Victoria Gardens Residential Home, 328 Tile Hill Lane, Till Hill, Coventry, West Midlands

SOUTHERN CROSS HEALTHCARE SERVICES LIMITED

COMPANY NUMBER 3156327

- "the Deposit Account" means an interest bearing account specifically designated "Deposit" Account at such bank or other institution as the Landlord shall from time to time decide in its absolute discretion and notify to the Tenant in writing.
- "the Deposit Balance" means the amount from time to time standing to the credit of the Deposit Account.
- "the Initial Deposit" means the sum equivalent to twice the Basic Rent (as the same is defined in the Lease) payable in the first full calendar month of the Term (as defined in the said Rent Deposit Deed) following the execution and delivery of the said Rent Deposit Deed.
- "Interest" means all interest credited to the Deposit Account from time to time.
- "the Landlord" means NHP Securities No. 1 PLC and the person in whom the reversion immediately expectant on the determination of the Term is for the time being vested.

FILE COPY



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 RENT DEPOSIT DEED DATED THE 11th APRIL 1997 AND CREATED BY SOUTHERN CROSS HEALTHCARE SERVICES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NHP SECURITIES NO.1 PLC IN THE EVENT OF A DEFAULT WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 22nd APRIL 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23rd APRIL 1997.


D. JENKINS

for the Registrar of Companies



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

23/4
2001
[Signature]