

M

COMPANIES FORM No. 403b

403b

**Declaration that part of the property or undertaking charged (a) has been released from the charge; (b) no longer forms part of the company's property or undertaking**

Pursuant to section 403(1) (b) of the Companies Act 1985

To the Registrar of Companies  
(Address overleaf)

For official use

Company number

3287957

Name of company

\* NHP Securities No. 3 Limited

I, Sheila Kaul

of 35 Princes Court, Wembley, Middlesex, HA9 7JJ

XXXXXX [the secretary] XXXXXXXX of the above company, do

solemnly and sincerely declare that with respect to the charge described below the part of the property or undertaking described [has been released from the charge] XXXXXXXX

XXXXXX

Date and description of charge † 11 APRIL 1997 - DEBENTURE

Date of registration ‡ 17 APRIL 1997

Name and address of [chargee] XXXXXXXX The Governor and Company of the Bank of Scotland Commercial Banking Services of Telford House 3 Mid New Cultins Edinburgh EH11 4DH as Security Trustee (defined in the Debenture)

Short particulars of property or undertaking released or no longer part of the company's property or undertaking § PLEASE SEE ATTACHED SCHEDULE.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at WOKING SURREY

Declarant to sign below

Day Month Year

on 13 01 2004

before me MJ Williams (MJ WILLIAMS)

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

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

Eversheds LLP  
Holland Court  
The Close  
Norwich  
NR1 4DX

CHC/ERF

For official use  
Mortgage section

Post room



A04  
COMPANIES HOUSE

0608  
20/01/04

## Notes

The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies  
Companies House  
Crown Way  
Cardiff  
CF14 3UZ

## SCHEDULE – FORM 403(b)

All the chargee's right, title and interest in and to all rights and claims to which the chargee is or may become entitled under or in respect of the Documents listed below.

All the chargee's rights, title and interest in and to all rights to which the chargee is or may become entitled to receive any proceeds of insurance in respect of the Properties detailed below.

|    | Property  | Document           | Parties   | Date             |
|----|---|--------------------|---|------------------|
| 1. | Alexandra Nursing Home<br>46 Alexandra Road<br>Hemel Hempstead<br>Hertfordshire HP2 5BP                           | Rent Deposit Deed  | (1) NHP Securities No. 3 Limited<br>(2) Highfield Care Homes No. 2 Limited<br>(3) Highfield Care Homes Limited                | 7 April 2003     |
|    |   | Mortgage Debenture | (1) Highfield Care Homes No. 2 Limited<br>(2) NHP Securities No. 3 Limited  | 7 April 2003     |
|    |   | Deed of Covenant   | Given by Highfield Care Homes Limited<br>in favour of NHP Securities No. 3 Limited  | 7 April 2003     |
| 2. | Arkwright Centre<br>Irchester Road<br>Knuston<br>Spinney<br>Northampton NN9 7EY                                   | Rent Deposit Deed  | (1) NHP Securities No. 3 Limited<br>(2) Active Care Partnerships Limited<br>(3) Southern Cross Healthcare Limited             | 14 November 2003 |
|    |   | Mortgage Debenture | (1) Active Care Partnerships Limited<br>(2) NHP Securities No. 3 Limited  | 14 November 2003 |
| 3. | Arrondale Nursing and<br>Residential Home<br>Sunny Brow<br>Off Chapel Lane<br>Coppull<br>Chorley<br>Lancs PR7 6PF | Rent Deposit Deed  | (1) NHP Securities No. 3 Limited<br>(2) Highfield Care Homes No. 2 Limited<br>(formerly Palladium Leased Homes Limited)       | 11 June 2001     |
|    |   | Mortgage Debenture | (1) Highfield Care Homes No. 2 Limited<br>(formerly Palladium Leased Homes Limited)<br>(2) NHP Securities No. 3 Limited       | 11 June 2001     |
|    |   | Deed of Covenant   | Given by Highfield Care Homes Limited<br>(formerly Palladium Healthcare Limited)<br>in favour of NHP Securities No. 3 Limited | 11 June 2001     |

### SCHEDULE – FORM 403(b) (cont. 1)

|    | Property  | Document                            | Parties   | Date              |
|----|---|-------------------------------------|---|-------------------|
| 4. | Ashbourne Nursing and Residential Home<br>Lightwood Road<br>Dudley<br>West Midlands DY1 2RS | Rent Deposit Deed                   | (1) NHP Securities No. 9 Limited<br>(2) Highfield Care Centres Limited<br>(3) Highfield Holdings Limited  | 18 September 2002 |
|    |   | Mortgage Debenture                  | (1) Highfield Care Centres Limited<br>(2) NHP Securities No. 9 Limited  | 18 September 2002 |
|    |   | Deed of Covenant                    | Given by Highfield Holdings Limited in favour of NHP Securities No. 9 Limited   | 18 September 2002 |
| 5. | Avonmead Nursing Home<br>11 Canal Way<br>Devizes<br>Wiltshire SN10 2VB                      | Rent Deposit Deed                   | (1) NHP Securities No. 4 Limited<br>(2) Laudcare Limited  | 28 May 1999       |
|    |   | Mortgage Debenture                  | (1) Laudcare Limited<br>(2) NHP Securities No. 4 Limited<br>(3) NHP Securities No. 1 Limited<br>(4) NHP Securities No. 3 Limited<br>(5) NHP Plc | 28 May 1999       |
|    |   | Deed of Covenant                    | Given by Tamaris PLC in favour of NHP Securities No. 4 Limited  | 28 May 1999       |
|    |   | Designated Account Letter           | From Laudcare Limited to NHP Securities No. 4 Limited   | 28 May 1999       |
| 6. | Bargoed Nursing and Care Home<br>Hoel Fargoed<br>Bargoed CF81 8PQ                           | Rent Deposit Deed                   | (1) NHP Securities No. 3 Limited<br>(2) Puretruce Care Limited  | 10 November 1999  |
|    |   | Mortgage Debenture                  | (1) Puretruce Care Limited<br>(2) NHP Securities No. 3 Limited<br>(3) NHP Securities No. 1 Limited  | 10 November 1999  |
|    |   | Deed of Covenant                    | Given by Puretruce Limited in favour of NHP Securities No. 3 Limited  | 10 November 1999  |
|    |   | Designated Account Letter           | From Puretruce Care Limited to NHP Securities No. 3 Limited   | Undated           |
|    |   | Letter regarding Designated Account | Acknowledged by Barclays Bank Plc, Cardiff  | 12 April 2000     |

# **SCHEDULE – FORM 403(b) (cont. 2)**

|    | Property   | Document           | Parties   | Date            |
|----|--|--------------------|---|-----------------|
| 7. | Botham Hall Nursing and Residential Home<br>Botham Hall Road<br>Milnsbridge<br>Huddersfield<br>West Yorkshire HD3 4RG                                      | Rent Deposit Deed  | (1) NHP Securities No. 9 Limited<br>(2) Highfield Care Homes No. 2 Limited (formerly Palladium Leased Homes Limited)    | 5 February 2001 |
|    |  | Mortgage Debenture | (1) Highfield Care Homes No. 2 Limited (formerly Palladium Leased Homes Limited)<br>(2) NHP Securities No. 9 Limited    | 5 February 2001 |
|    |  | Deed of Covenant   | Given by Highfield Care Homes Limited (formerly Palladium Healthcare Limited) in favour of NHP Securities No. 9 Limited | 5 February 2001 |
| 8. | Brimington Care Centre (formerly Westwood Grange Nursing and Residential Home)<br>73 and 77 Manor Road<br>Brimington<br>Chesterfield<br>Derbyshire S43 1NN | Rent Deposit Deed  | (1) NHP Securities No. 3 Limited<br>(2) Highfield Care Homes No. 2 Limited (formerly Palladium Leased Homes Limited)    | 20 March 2001   |
|    |  | Mortgage Debenture | (1) Highfield Care Homes No. 2 Limited (formerly Palladium Leased Homes Limited)<br>(2) NHP Securities No. 3 Limited    | 20 March 2001   |
|    |  | Deed of Covenant   | Given by Highfield Care Homes Limited (formerly Palladium Healthcare Limited) in favour of NHP Securities No. 3 Limited | 20 March 2001   |
| 9. | Churchfield Drive<br>Residential (formerly The Birches)<br>Churchfield Drive<br>Rainworth<br>Nottinghamshire NG21 0BJ                                      | Rent Deposit Deed  | (1) NHP Securities No. 3 Limited<br>(2) Highfield Care Homes No. 2 Limited<br>(3) Highfield Care Homes Limited          | 4 April 2003    |
|    |  | Mortgage Debenture | (1) Highfield Care Homes No. 2 Limited<br>(2) NHP Securities No. 3 Limited  | 4 April 2003    |
|    |  | Deed of Covenant   | Given by Highfield Care Homes Limited in favour of NHP Securities No. 3 Limited   | 4 April 2003    |

**SCHEDULE – FORM 403(b) (cont. 3)**

|     | <b>Property</b>  | <b>Document</b>    | <b>Parties</b>  | <b>Date</b>      |
|-----|--|--------------------|---|------------------|
| 10. | The Fountains Nursing and Residential Care Home<br>Tower House<br>Church Lane<br>Tetney<br>Lincolnshire DN36 5JX | Rent Deposit Deed  | (1) NHP Securities No. 9 Limited<br>(2) Highfield Care Homes No. 2 Limited (formerly Palladium Leased Homes Limited)  | 5 February 2001  |
|     |  | Mortgage Debenture | (1) Highfield Care Homes No. 2 Limited (formerly Palladium Leased Homes Limited)<br>(2) NHP Securities No. 9 Limited  | 5 February 2001  |
|     |  | Deed of Covenant   | Given by Highfield Care Homes Limited (formerly Palladium Healthcare Limited) in favour of NHP Securities No. 9 Limited   | 5 February 2001  |
| 11. | Half Acre Nursing Home<br>439 Higher Ainsworth Road<br>Radcliffe<br>Manchester M26 4JH                           | Rent Deposit Deed  | (1) NHP Securities No. 3 Limited<br>(2) Highfield Care Homes No. 2 Limited (formerly Palladium Leased Homes Limited)  | 29 January 2001  |
|     |  | Mortgage Debenture | (1) Highfield Care Homes No. 2 Limited (formerly Palladium Leased Homes Limited)<br>(2) NHP Securities No. 3 Limited<br>(3) NHP Securities No. 2 Limited<br>(4) NHP Securities No. 10 Limited | 29 January 2001  |
|     |  | Deed of Covenant   | Given by Highfield Care Homes Limited (formerly Palladium Healthcare Limited) in favour of NHP Securities No. 3 Limited   | 29 January 2001  |
| 12. | Hartwell Residential Home<br>Jumble Lane<br>Ecclesfield<br>Sheffield   | Rent Deposit Deed  | (1) NHP Securities No. 3 Limited<br>(2) Highfield Care Homes No. 2 Limited<br>(3) Highfield Care Homes Limited  | 21 February 2003 |
|     |  | Mortgage Debenture | (1) Highfield Care Homes No. 2 Limited<br>(2) NHP Securities No. 3 Limited  | 21 February 2003 |
|     |  | Deed of Covenant   | Given by Highfield Care Homes Limited in favour of NHP Securities No. 3 Limited   | 21 February 2003 |

**SCHEDULE – FORM 403(b) (cont. 4)**

|     | Property   | Document                            | Parties   | Date             |
|-----|--|-------------------------------------|---|------------------|
| 13. | Hengoed Hall Nursing and Residential Home<br>Dan-Y-Coed<br>Cefn Hengoed CF82 7LP                                   | Rent Deposit Deed                   | (1) NHP Securities No. 3 Limited<br>(2) Puretruce Care Limited  | 10 November 1999 |
|     |  | Mortgage Debenture                  | (1) Puretruce Care Limited<br>(2) NHP Securities No. 3 Limited<br>(3) NHP Securities No. 1 Limited                      | 10 November 1999 |
|     |  | Deed of Covenant                    | Given by Puretruce Limited in favour of NHP Securities No. 3 Limited  | 10 November 1999 |
|     |  | Designated Account Letter           | From Puretruce Care Limited to NHP Securities No. 3 Limited   | Undated          |
|     |  | Letter regarding Designated Account | Acknowledged by Barclays Bank Plc, Cardiff  | 12 April 2000    |
| 14. | Heywood Court (formerly Brookbank) Nursing Home<br>Green Lane<br>Heywood<br>Rochdale<br>Lancashire OL10 1NQ        | Rent Deposit Deed                   | [to be given]   | [ ]              |
|     |  | Mortgage Debenture                  | [to be granted]   | [ ]              |
|     |  | Deed of Covenant                    | [to be given]   | [ ]              |
| 15. | Hill View (formerly Roselands) Nursing and Residential Home<br>Crankshaw Street<br>Rawtenstall<br>Rochdale BB4 7RA | Rent Deposit Deed                   | (1) NHP Securities No. 3 Limited<br>(2) Highfield Care Homes No. 2 Limited (formerly Palladium Leased Homes Limited)    | 26 April 2001    |
|     |  | Mortgage Debenture                  | (1) Highfield Care Homes No. 2 Limited (formerly Palladium Leased Homes Limited)<br>(2) NHP Securities No. 3 Limited    | 26 April 2001    |
|     |  | Deed of Covenant                    | Given by Highfield Care Homes Limited (formerly Palladium Healthcare Limited) in favour of NHP Securities No. 3 Limited | 26 April 2001    |
| 16. | Holbeche House and Lodge<br>Wolverhampton Road<br>Wall Heath<br>Kingswinford<br>West Midlands DY6 7DA              | Rent Deposit Deed                   | (1) NHP Securities No. 3 Limited<br>(2) Highfield Care Homes No. 2 Limited<br>(3) Highfield Care Homes Limited          | 22 January 2003  |
|     |  | Mortgage Debenture                  | (1) Highfield Care Homes No. 2 Limited<br>(2) NHP Securities No. 3 Limited  | 22 January 2003  |
|     |  | Deed of Covenant                    | Given by Highfield Care Homes Limited in favour of NHP Securities No. 3 Limited   | 22 January 2003  |

**SCHEDULE – FORM 403(b) (cont. 5)**

|     | <b>Property</b>   | <b>Document</b>    | <b>Parties</b>  | <b>Date</b>       |
|-----|---|--------------------|---|-------------------|
| 17. | Hornegarth House Nursing Home<br>Walsall Road<br>Great Wryley<br>Cannock WS6 6NQ                          | Rent Deposit Deed  | (1) NHP Securities No. 3 Limited<br>(2) Highfield Care Homes No. 2 Limited<br>(formerly Palladium Leased Homes Limited)       | 16 March 2001     |
|     |   | Mortgage Debenture | (1) Highfield Care Homes No. 2 Limited<br>(formerly Palladium Leased Homes Limited)<br>(2) NHP Securities No. 3 Limited       | 16 March 2001     |
|     |   | Deed of Covenant   | Given by Highfield Care Homes Limited<br>(formerly Palladium Healthcare Limited)<br>in favour of NHP Securities No. 3 Limited | 16 March 2001     |
| 18. | Hulton Care Middleton<br>Clarke Brow<br>Middleton<br>Manchester M24 6BW                                   | Rent Deposit Deed  | (1) NHP Securities No. 3 Limited<br>(2) Highfield Care Homes No. 2 Limited<br>(formerly Palladium Leased Homes Limited)       | 28 March 2001     |
|     |   | Mortgage Debenture | (1) Highfield Care Homes No. 2 Limited<br>(formerly Palladium Leased Homes Limited)<br>(2) NHP Securities No. 3 Limited       | 28 March 2001     |
|     |   | Deed of Covenant   | Given by Highfield Care Homes Limited<br>(formerly Palladium Healthcare Limited)<br>in favour of NHP Securities No. 3 Limited | 28 March 2001     |
| 19. | Huntercombe Hall Nursing Home<br>Huntercombe Place<br>Nuffield<br>Henley on Thames<br>Oxfordshire RG9 5SB | Rent Deposit Deed  | (1) NHP Securities No. 3 Limited<br>(2) Highfield Care Centres Limited<br>(3) Highfield Holdings Limited                      | 18 September 2002 |
|     |   | Mortgage Debenture | (1) Highfield Care Centres Limited<br>(2) NHP Securities No. 3 Limited  | 18 September 2002 |
|     |   | Deed of Covenant   | Given by Highfield Holdings Limited in<br>favour of NHP Securities No. 3 Limited  | 18 September 2002 |



# **SCHEDULE – FORM 403(b) (cont. 6)**

|     | Property  | Document                  | Parties   | Date             |
|-----|---|---------------------------|---|------------------|
| 20. | Kingsmead Nursing Home<br>Prospect Place<br>Old Town<br>Swindon<br>Wiltshire SN1 3LJ  | Rent Deposit Deed         | (1) NHP Securities No. 4 Limited<br>(2) Laudcare Limited  | 28 May 1999      |
|     |   | Mortgage Debenture        | (1) Laudcare Limited<br>(2) NHP Securities No. 4 Limited<br>(3) NHP Securities No. 1 Limited<br>(4) NHP Securities No. 3 Limited<br>(5) NHP Plc   | 28 May 1999      |
|     |   | Deed of Covenant          | Given by Tamaris Plc in favour of NHP Securities No. 4 Limited  | 28 May 1999      |
|     |   | Designated Account Letter | From Laudcare Limited to NHP Securities No. 4 Limited   | 28 May 1999      |
| 21. | Kirby House Nursing Home<br>135 West Street<br>Dunstable<br>Bedfordshire LU6 1SG  | Rent Deposit Deed         | (1) NHP Securities No. 9 Limited<br>(2) Highfield Care Homes No. 2 Limited<br>(formerly Palladium Leased Homes Limited)   | 3 May 2001       |
|     |   | Mortgage Debenture        | (1) Highfield Care Homes No. 2 Limited<br>(formerly Palladium Leased Homes Limited)<br>(2) NHP Securities No. 9 Limited   | 3 May 2001       |
|     |   | Deed of Covenant          | Given by Highfield Care Homes Limited<br>(formerly Palladium Healthcare Limited)<br>in favour of NHP Securities No. 9 Limited   | 3 May 2001       |
| 22. | Laburnum Court and Holly Court<br>Old Priory<br>Priory Grove<br>Great Clowes Street<br>Salford<br>Greater Manchester M7 2HL | Rent Deposit Deed         | (1) NHP Securities No. 3 Limited<br>(2) Southern Cross Healthcare Services Limited  | 13 December 1999 |
|     |   | Mortgage Debenture        | (1) Southern Cross Healthcare Services Limited<br>(2) NHP Securities 3 Limited<br>(3) NHP Securities No. 5 Limited<br>(4) NHP Securities No. 4 Limited<br>(5) NHP Securities No. 2 Limited<br>(6) NHP Securities No. 1 Limited                                      | 13 December 1999 |
|     |   | Deed of Priorities        | (1) Southern Cross Healthcare Services Limited<br>(2) NHP Securities No. 1 Limited<br>(3) NHP Securities No. 2 Limited<br>(4) NHP Securities No. 3 Limited<br>(5) NHP Securities No. 5 Limited<br>(6) Care Homes No. 1 Limited<br>(7) National Westminster Bank Plc | 29 June 1999     |

### SCHEDULE – FORM 403(b) (cont. 7)

|     | Property   | Document                  | Parties   | Date             |
|-----|--|---------------------------|---|------------------|
| 23. | Ladymead Nursing Home<br>Moormead Road<br>Wroughton<br>Swindon<br>Wiltshire SN4 9BY  | Rent Deposit Deed         | (1) NHP Securities No. 4 Limited<br>(2) Laudcare Limited  | 28 May 1999      |
|     |  | Mortgage Debenture        | (1) Laudcare Limited<br>(2) NHP Securities No. 4 Limited<br>(3) NHP Securities No. 1 Limited<br>(4) NHP Securities No. 3 Limited<br>(5) NHP Plc                                   | 28 May 1999      |
|     |  | Deed of Covenant          | Given by Tamaris Plc in favour of NHP Securities No. 4 Limited  | 28 May 1999      |
|     |  | Designated Account Letter | From Laudcare Limited to NHP Securities No. 4 Limited   | 28 May 1999      |
| 24. | Langley Park Nursing Home<br>Front Street<br>Langley Park<br>County Durham<br>DH7 9YY  | Mortgage Debenture        | (1) Highfield Home Properties Limited<br>(2) NHP Securities No. 6 Limited<br>(3) NHP Securities No. 3 Limited<br>(4) NHP Securities No. 5 Limited<br>(5) Care Homes No. 1 Limited | 28 November 2000 |
|     |  | Deed of Covenant          | Given by Highfield Holdings Limited in favour of NHP Securities No. 6 Limited   | 28 November 2000 |
| 25. | The Lodge Care Centre<br>(formerly Westwood Lodge Nursing and Residential Home)<br>Bridge Street<br>Killamarsh<br>Derbyshire S21 1AH | Rent Deposit Deed         | (1) NHP Securities No. 3 Limited<br>(2) Highfield Care Homes No. 2 Limited (formerly Palladium Leased Homes Limited)  | 20 March 2001    |
|     |  | Mortgage Debenture        | (1) Highfield Care Homes No. 2 Limited (formerly Palladium Leased Homes Limited)<br>(2) NHP Securities No. 3 Limited  | 20 March 2001    |
|     |  | Deed of Covenant          | Given by Highfield Care Homes Limited (formerly Palladium Healthcare Limited) in favour of NHP Securities No. 3 Limited   | 20 March 2001    |
| 26. | Meadowlands Residential Nursing Home<br>Abernant Road<br>Aberdare<br>Wales CF44 0PY  | Rent Deposit Deed         | (1) NHP Securities No. 3 Limited<br>(2) Highfield Care Homes No. 2 Limited<br>(3) Highfield Care Homes Limited  | 21 May 2003      |
|     |  | Mortgage Debenture        | (1) Highfield Care Homes No. 2 Limited<br>(2) NHP Securities No. 3 Limited  | 21 May 2003      |
|     |  | Deed of Covenant          | Given by Highfield Care Homes Limited (formerly Palladium Healthcare Limited) in favour of NHP Securities No. 3 Limited   | 21 May 2003      |

# **SCHEDULE – FORM 403(b) (cont. 8)**

|     | Property  | Document                  | Parties  | Date             |
|-----|---|---------------------------|--|------------------|
| 27. | Moss View Nursing Home<br>77 Page Moss Lane<br>Huyton<br>Liverpool L12 0JJ                          | Rent Deposit Deed         | (1) NHP Securities No. 3 Limited<br>(2) Highfield Care Homes No. 2 Limited<br>(formerly Palladium Leased Homes Limited)  | 29 January 2001  |
|     |   | Mortgage Debenture        | (1) Highfield Care Homes No. 2 Limited<br>(formerly Palladium Leased Homes Limited)<br>(2) NHP Securities No. 3 Limited<br>(3) NHP Securities No. 2 Limited<br>(4) NHP Securities No. 10 Limited | 29 January 2001  |
|     |   | Deed of Covenant          | Given by Highfield Care Homes Limited<br>(formerly Palladium Healthcare Limited)<br>in favour of NHP Securities No. 3 Limited  | 29 January 2001  |
| 28. | Oak Tree House<br>Gravel Hill<br>Goose Green<br>Yate<br>Bristol<br>Avon BS37 7PJ                    | Rent Deposit Deed         | (1) NHP Securities No. 3 Limited<br>(2) Laudcare Limited   | 30 July 1999     |
|     |   | Mortgage Debenture        | (1) Laudcare Limited<br>(2) NHP Securities No. 3 Limited<br>(3) NHP Securities No. 1 Limited<br>(4) NHP Securities No. 4 Limited<br>(5) NHP Plc  | 30 July 1999     |
|     |   | Deed of Covenant          | Given by Tamaris Plc in favour of NHP Securities No. 3 Limited   | 30 July 1999     |
|     |   | Designated Account Letter | From Laudcare Limited to NHP Securities No. 3 Limited  | Undated          |
| 29. | Old Vicarage Nursing and Residential Home<br>Newcastle Avenue<br>Worksop<br>Nottinghamshire S80 1NJ | Rent Deposit Deed         | (1) NHP Securities No. 3 Limited<br>(2) Highfield Care Homes No. 2 Limited<br>(3) Highfield Care Homes Limited   | 17 December 2002 |
|     |   | Mortgage Debenture        | (1) Highfield Care Homes No. 2 Limited<br>(2) NHP Securities No. 3 Limited   | 17 December 2002 |
|     |   | Deed of Covenant          | Given by Highfield Care Homes Limited<br>in favour of NHP Securities No. 3 Limited   | 17 December 2002 |

# SCHEDULE – FORM 403(b) (cont. 9)

|     | Property   | Document                            | Parties   | Date              |
|-----|--|-------------------------------------|---|-------------------|
| 30. | Priory Park Nursing and Residential Home<br>Priory Crescent<br>Penwortham<br>Preston<br>Lancs PR1 0AL  | Rent Deposit Deed                   | (1) NHP Securities No. 3 Limited<br>(2) Highfield Care Homes No. 2 Limited<br>(formerly Palladium Leased Homes Limited)       | 4 June 2001       |
|     |  | Mortgage Debenture                  | (1) Highfield Care Homes No. 2 Limited<br>(formerly Palladium Leased Homes Limited)<br>(2) NHP Securities No. 3 Limited       | 4 June 2001       |
|     |  | Deed of Covenant                    | Given by Highfield Care Homes Limited<br>(formerly Palladium Healthcare Limited)<br>in favour of NHP Securities No. 3 Limited | 4 June 2001       |
| 31. | Red Rose Nursing Home<br>Garden City<br>Ebbw Vale NP22 5JP   | Rent Deposit Deed                   | (1) NHP Securities No. 3 Limited<br>(2) Puretruce Care Limited  | 10 November 1999  |
|     |  | Mortgage Debenture                  | (1) Puretruce Care Limited<br>(2) NHP Securities No. 3 Limited<br>(3) NHP Securities No. 1 Limited                            | 10 November 1999  |
|     |  | Deed of Covenant                    | Given by Puretruce Limited in favour of<br>NHP Securities No. 3 Limited   | 10 November 1999  |
|     |  | Designated Account Letter           | From Puretruce Care Limited to NHP<br>Securities No. 3 Limited  | Undated           |
|     |  | Letter regarding Designated Account | Acknowledged by Barclays Bank Plc,<br>Cardiff   | 12 April 2000     |
| 32. | Riverside Care Centre<br>(formerly Littleton House,<br>Catesby House & Winter<br>House Nursing Homes)<br>Wolverhampton Road<br>Kingswinford<br>West Midlands DY6 7DA | Rent Deposit Deed                   | (1) NHP Securities No. 3 Limited<br>(2) Highfield Healthcare Centres Limited<br>(3) Highfield Holdings Limited                | 20 March 2003     |
|     |  | Mortgage Debenture                  | (1) Highfield Healthcare Centres Limited<br>(2) NHP Securities No. 3 Limited  | 20 March 2003     |
|     |  | Deed of Covenant                    | Given by Highfield Holdings Limited in<br>favour of NHP Securities No. 3 Limited  | 20 March 2003     |
| 33. | The Rookery<br>Queen's Square<br>Ebbw Vale<br>Gwent NP23 6EF   | Rent Deposit Deed                   | (1) NHP Securities No. 3 Limited<br>(2) Puretruce Care Limited  | 17 September 1999 |
|     |  | Mortgage Debenture                  | (1) Puretruce Care Limited<br>(2) NHP Securities No. 3 Limited<br>(3) NHP Securities No. 1 Limited                            | 17 September 1999 |
|     |  | Deed of Covenant                    | Given by Puretruce Limited in favour of<br>NHP Securities No. 3 Limited   | 17 September 1999 |
|     |  | Designated Account Letter           | From Puretruce Care Limited to NHP<br>Securities No. 3 Limited  | 17 September 1999 |

# **SCHEDULE – FORM 403(b) (cont. 10)**

|     | Property   | Document           | Parties   | Date             |
|-----|--|--------------------|---|------------------|
| 34. | Sunningdale Lodge Care Home<br>Dene Road<br>Halliwell Dene<br>Hexham<br>Northumberland NE46 1HW              | Rent Deposit Deed  | (1) NHP Securities No. 3 Limited<br>(2) Highfield Home Properties Limited<br>(3) Highfield Holdings Limited             | 22 January 2003  |
|     |  | Mortgage Debenture | (1) Highfield Home Properties Limited<br>(2) NHP Securities No. 3 Limited   | 22 January 2003  |
|     |  | Deed of Covenant   | Given by Highfield Holdings Limited in favour of NHP Securities No. 3 Limited   | 22 January 2003  |
| 35. | Sunningdale Nursing and Residential Home<br>Dene Road<br>Halliwell Dene<br>Hexham<br>Northumberland NE46 1HW | Rent Deposit Deed  | (1) NHP Securities No. 3 Limited<br>(2) Highfield Home Properties Limited<br>(3) Highfield Holdings Limited             | 22 January 2003  |
|     |  | Mortgage Debenture | (1) Highfield Home Properties Limited<br>(2) NHP Securities No. 3 Limited   | 22 January 2003  |
|     |  | Deed of Covenant   | Given by Highfield Holdings Limited in favour of NHP Securities No. 3 Limited   | 22 January 2003  |
| 36. | Ty Hafod (formerly Broadlands) Nursing Home<br>Llantrisant Road<br>Capel Llanilltern<br>Cardiff CF5 6JH      | Rent Deposit Deed  | (1) NHP Securities No. 3 Limited<br>(2) Highfield Care Homes No. 2 Limited<br>(3) Highfield Care Homes Limited          | 3 February 2003  |
|     |  | Mortgage Debenture | (1) Highfield Care Homes No. 2 Limited<br>(2) NHP Securities No. 3 Limited  | 3 February 2003  |
|     |  | Deed of Covenant   | Given by Highfield Care Homes Limited in favour of NHP Securities No. 3 Limited   | 3 February 2003  |
| 37. | Trafalgar Park Nursing Home<br>Pontypryth<br>Nelson<br>Caerphilly<br>South Wales CF46 6HG                    | Rent Deposit Deed  | (1) NHP Securities No. 3 Limited<br>(2) Highfield Care Homes No. 2 Limited (formerly Palladium Leased Homes Limited)    | 28 February 2001 |
|     |  | Mortgage Debenture | (1) Highfield Care Homes No. 2 Limited (formerly Palladium Leased Homes Limited)<br>(2) NHP Securities No. 3 Limited    | 28 February 2001 |
|     |  | Deed of Covenant   | Given by Highfield Care Homes Limited (formerly Palladium Healthcare Limited) in favour of NHP Securities No. 3 Limited | 28 February 2001 |

**SCHEDULE – FORM 403(b) (cont. 11)**

|     | Property   | Document           | Parties   | Date            |
|-----|--|--------------------|---|-----------------|
| 38. | The Vale Care Centre<br>(formerly Westwood Vale<br>Nursing and Residential<br>Home)<br>Castle Lane<br>Bolsover<br>Chesterfield<br>Derbyshire S55 6PS | Rent Deposit Deed  | (1) NHP Securities No. 3 Limited<br>(2) Highfield Care Homes No. 2 Limited<br>(formerly Palladium Leased Homes Limited)                   | 20 March 2001   |
|     |  | Mortgage Debenture | (1) Highfield Care Homes No. 2 Limited<br>(formerly Palladium Leased Homes Limited)<br>(2) NHP Securities No. 3 Limited                   | 20 March 2001   |
|     |  | Deed of Covenant   | Given by Highfield Care Homes Limited<br>(formerly Palladium Healthcare Limited)<br>in favour of NHP Securities No. 3 Limited             | 20 March 2001   |
| 39. | Wansbeck Residential Care Home<br>Church Avenue<br>West Sleekburn<br>Choppington<br>Northumberland<br>NE62 6XE                                       | Rent Deposit Deed  | (1) NHP Securities No. 3 Limited<br>(2) Highfield Care Homes No. 2 Limited<br>(formerly Palladium Leased Homes Limited)                   | 27 April 2001   |
|     |  | Mortgage Debenture | (1) Highfield Care Homes Limited<br>(formerly Palladium Leased Homes Limited)<br>(2) NHP Securities No. 3 Limited                         | 27 April 2001   |
|     |  | Deed of Covenant   | Given by Highfield Care Homes Limited<br>(formerly Palladium Healthcare Limited)<br>in favour of NHP Securities No. 3 Limited             | 27 April 2001   |
| 40. | West View House<br>Residential Home<br>West View Road<br>Hartlepool<br>Cleveland TS24 0BW  | Rent Deposit Deed  | (1) NHP Securities No. 3 Limited<br>(2) Westview Lodge Limited  | 19 January 2000 |
|     |  | Mortgage Debenture | (1) Westview Lodge Limited<br>(2) NHP Securities No. 3 Limited<br>(3) NHP Securities No. 1 Limited<br>(formerly NHP Securities No. 1 Plc) | 22 April 1999   |
|     |  | Deed of Covenant   | Given by Tamaris Plc in favour of NHP Securities No. 3 Limited  | 22 April 1999   |

# **SCHEDULE – FORM 403(b) (cont. 12)**

|     | Property   | Document   | Parties  | Date          |
|-----|--|--|--|---------------|
| 41. | West View Lodge Nursing Home<br>West View Road<br>Hartlepool<br>Cleveland TS24 0BW                                 | Rent Deposit Deed                                | (1) NHP Securities No. 1 Limited<br>(formerly NHP Securities No. 1 Plc)<br>(2) Westview Lodge Limited  | 7 July 1997   |
|     |  | Mortgage Debenture                               | (1) Westview Lodge Limited<br>(2) NHP Securities No. 1 Limited<br>(formerly NHP Securities No. 1 Plc)  | 27 March 1997 |
|     |  | Designated Account Letter                        | From Westview Lodge Limited to NHP Securities No. 1 Limited (formerly NHP Securities No. 1 Plc)  | 27 March 1997 |
|     |  | Letter regarding Designated Account              | Acknowledged by Barclays Bank Plc, Cheapside   | 27 March 1997 |
|     |  | Letter acknowledging receipt of Notice of Charge | From Barclays Bank Plc to NHP Securities No. 1 Limited (formerly NHP Securities No. 1 Plc)   | 10 July 1997  |
|     |  | Deed of Guarantee and Indemnity                  | (1) Chestnut Lodge Limited<br>Westview Lodge Limited<br>Rosevale Lodge Limited<br>(2) NHP Plc<br>NHP Securities No. 1 Limited<br>(formerly NHP Securities No. 1 Plc)<br>NHP Securities No. 2 Limited | 27 March 1997 |
| 42. | Chorleton Place (formerly Trafalgar House) Nursing Home<br>290 Wilbraham Road<br>Manchester M16 8LT                | Rent Deposit Deed                                | (1) NHP Securities No. 3 Limited<br>(2) Southern Cross Healthcare Services Limited<br>(3) Southern Cross Healthcare Limited  | 1 August 2001 |
|     |  | Mortgage Debenture                               | (1) Southern Cross Healthcare Services Limited<br>(2) NHP Securities No. 3 Limited   | 1 August 2001 |
| 43. | Lavender Lodge Nursing and Residential Home<br>Bruntile Close<br>Reading Road<br>Farnborough<br>Hampshire GU14 6PR | Rent Deposit Deed                                | (1) NHP Securities No. 3 Limited<br>(2) Highfield Care Homes No. 2 Limited<br>(3) Highfield Care Homes Limited   | 2 July 2002   |
|     |  | Mortgage Debenture                               | (1) Highfield Care Homes No. 2 Limited<br>(2) NHP Securities No. 3 Limited   | 2 July 2002   |
|     |  | Deed of Covenant                                 | Given by Highfield Care Homes Limited in favour of NHP Securities No. 3 Limited  | 2 July 2002   |

**SCHEDULE – FORM 403(b) (cont. 13)**

|     | Property  | Document                                | Parties  | Date   |
|-----|---|---|--|--|
| 44. | Northview Lodge Nursing Home<br>Deneside<br>North View<br>Castletown<br>Sunderland SR5 3AF                    | Rent Deposit Deed                       | (1) NHP Securities No. 3 Limited<br>(2) Southern Cross Healthcare Services Limited<br>(3) Southern Cross Healthcare Limited  | 1 August 2001  |
|     |   | Mortgage Debenture                      | (1) Southern Cross Healthcare Services Limited<br>(2) NHP Securities No. 3 Limited   | 1 August 2001  |
| 45. | Tarry Hill Specialist Residential Home<br>3, 5 & 7 Cale Road<br>New Mills<br>High Peak<br>Derbyshire SK22 4LW | Rent Deposit Deed                       | (1) NHP Securities No. 3 Limited<br>(2) Active Care Partnerships Limited<br>(3) Southern Cross Healthcare Limited  | 28 October 2003  |
|     |   | Mortgage Debenture                      | (1) Active Care Partnerships Limited<br>(2) NHP Securities No. 3 Limited   | 28 October 2003  |
| 46. | Culloden Court Care Home<br>45 Murray Road<br>Smithton<br>Inverness IV2 7YU                                   | Rent Deposit Deed                       | (1) NHP Securities No. 3 Limited<br>(2) Southern Cross Healthcare Services Limited   | 29 July 1999 and<br>11 August 1999                                   |
|     |   | Mortgage Debenture                      | (1) Southern Cross Healthcare Services Limited<br>(2) NHP Securities No. 3 Limited<br>(3) NHP Securities No. 5 Limited<br>(4) NHP Securities No. 4 Limited<br>(5) NHP Securities No. 2 Limited<br>(6) NHP Securities No. 1 Limited | 16 August 1999   |
|     |   | Standard Security                       | (1) Southern Cross Healthcare Services Limited<br>(2) NHP Securities No. 3 Limited   | 29 July 1999 and<br>recorded GRS<br>(Inverness) on 27<br>August 1999 |
| 47. | St. Helier Care Home<br>374 St Helier Avenue<br>Morden<br>Surrey SM4 5JU                                      | Rent Deposit Deed                       | (1) NHP Securities No. 3 Limited<br>(2) CMG Homes Limited  | 8 December 1999  |
|     |   | Mortgage Debenture                      | (1) CMG Care Homes Limited<br>(2) NHP Securities No. 3 Limited   | 8 December 1999  |
|     |   | Deed of Covenant                        | Given by Care Management Group Limited in favour of NHP Securities No. 3 Limited   | 8 December 1999  |
|     |   | Designated Account Letter               | From CMG Homes Limited to NHP Securities No. 3 Limited   | 29 November 1999   |
|     |   | Letter in respect of Designated Account | Acknowledged by Allied Irish Bank Plc, Ealing  | 1 December 1999  |