

M**Particulars of a mortgage or charge****395**

CHFP000

A fee of £13 is payable to Companies House in respect of each register entry for the 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

268

03287957

Name of Company

NHP SECURITIES NO. 3 LIMITED (the "Company")

Date of creation of the charge

Executed on 19 May 2005 and presented for registration in Scotland on 2 June 2005.

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

Standard Security dated 19 May 2005 (the "Standard Security") created by the Company in favour of Barclays Bank PLC as security agent for the Secured Parties (as defined below) (the "Security Agent"). which was presented for registration in Scotland on 2 June 2005 and

Amount secured by the mortgage or charge

(PLEASE SEE ATTACHED CONTINUATION SHEET)

Name and address of the mortgagees or persons entitled to the charge

Barclays Bank PLC as Security Agent

10, Lombard Street, London

Postcode

E14 4BB

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

Linklaters

One Silk Street

London EC2Y 8HQ

Tel: 020 7456 2000

Please return

via

CH London Counter

Ref: Chris Tart/ Martin MacDonald

Time critical reference

For official Use
Mortgage Section

Post room

LD3
COMPANIES HOUSE0468
09/06/05

Please do not write
in this margin
Please complete
legibly, preferably
in black type or
bold block lettering

*insert full name of
company

(PLEASE SEE ATTACHED CONTINUATION SHEET)

Please do not write
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legibly, preferably
in black type or
bold block lettering

Particulars as to commission allowance or discount (note 3)

Nil

A fee of £13 is
payable to
Companies House
in respect of each
register entry for a
mortgage or
charge.
(See Note 5)

Signed

Linklaters

Date

09/06/05

On behalf of mortgagee/chargee

Note

[†] Delete as appropriate

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, e.g. "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 including 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:-

Name of Company

NHP SECURITIES NO. 3 LIMITED

Company Number

03287957

Amount secured by the mortgage or charge

The "**Liabilities**", which are defined in the Standard Security as meaning all present and future obligations and liabilities (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever) of each Obligor to all or any of the Secured Parties under each or any of the Finance Documents, in each case together with:

- (a) all costs, charges and expenses incurred by any Secured Party in connection with the protection, preservation or enforcement of its rights under any Finance Document; and
- (b) all moneys, obligations and liabilities due, owing or incurred in respect of any variations or increases in the amount or composition of the facilities provided under any Finance Document or the obligations and liabilities imposed under such documents.

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Short particulars of all the property mortgaged or charged

1 Creation of Security

1.1 Grant

As security for the payment or discharge of all Liabilities, pursuant to the Standard Security, the Chargor grants a standard security in favour of the Security Agent over ALL and WHOLE the Property; And the Standard Conditions as amended by the Standard Security and any lawful variation thereof operative for the time being shall apply.

1.2 Warrandice

The Chargor grants warrandice but excepting therefrom the Leases and the Pre-existing Securities.

2 Warranty

Without prejudice to the terms of any other Finance Document the Chargor warrants and represents to the Security Agent that no charge, security, lien, hypothec or other security of whatsoever interest, other than in favour of the Security Agent, has been created by or registered against the Chargor or the Properties since 11 April 2005 and, other than in favour of the Security Agent, none will be so registered prior to the date of registration of the Standard Security.

Note (1): In this Form, except to the extent that the context requires otherwise:

"Amendment and Restatement Deed" means the Amendment and Restatement Deed between the Original Borrower, Original Guarantors, Investor and Holding Company (each as defined therein), Citigroup Global Markets Limited and Barclays Capital (as Mandated Lead Arrangers), Citigroup Global Markets Limited and Barclays Capital (as Bookrunners), the Original Lenders (as defined therein), Barclays Bank PLC (as Agent), Barclays Bank PLC (as Security Agent), Barclays Bank plc as Issuing Bank, Barclays Bank plc and Citibank NA, London Branch as Issuing Bank, Barclays Bank plc and Citibank NA, London Branch as Original Hedging Banks, TBG Careco UK Limited and TBG Careco Limited as Original Intercompany Borrowers and TBG Careco Investments 2 Limited and TBG Careco UK Limited as Original Intercompany Lenders dated on or about the date of the Standard Security.

"Chargor" means the Company.

"Facilities Agreement" means the facility agreement dated 29 November 2004 as amended from time to time between the Chargor, the Original Borrower and the Original Guarantors (each as defined therein), Citigroup Global Markets Limited and Barclays Capital (as Mandated Lead Arrangers), Citigroup Global Markets Limited and Barclays Capital (as Bookrunners), the Original Lenders (as defined therein), Barclays Bank PLC (as Agent) and Barclays Bank PLC (as Security Agent) being subject to the Intercreditor Agreement and as amended by the Amendment and Restatement Deed.

"Finance Document" means a Finance Document in terms of the Facilities Agreement.

"Intercreditor Agreement" means the Intercreditor Agreement between the Investor and Holding Company (each as defined therein), the Chargor, the Original Borrower and the Original Guarantors, (each as defined therein), Barclays Bank PLC (as Agent), Barclays Bank PLC (as Security Agent), Barclays Bank plc and Citibank NA, London Branch as Original Hedging Banks, TBG Careco UK Limited and TBG Careco Limited as Original Intercompany Borrowers and TBG Careco Investments 2 Limited

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and TBG Careco UK Limited as Original Intercompany Lenders dated on or about the date of the Standard Security.

"Lease" means each of the leases to which each Property is or are subject as the same are respectively shown in part 2 of the Schedule to the Standard Security as set out in Note (3) below.

"Obligor" means an Obligor in terms of the Facilities Agreement.

"Pre-existing Securities" means (a) the standard securities over the Properties entered into by the Chargor in accordance with the terms of the debenture dated 11 April 1997 made between the Chargor and Care Homes No. 1 Limited, and (b) the standard securities created by Care Homes No. 1 Limited in favour of Royal Exchange Trust Company Limited over the standard securities referred to in (a) above.

"Properties" means the together the properties more particularly described in part 1 of the Schedule to the Standard Securities as set out in Note (2) below and **"Property"** means such of them as the context shall require.

"Secured Parties" means the Secured Parties in terms of the Facilities Agreement

"Standard Conditions" means the Standard Conditions specified in Schedule 3 to the Conveyancing and Feudal Reform (Scotland) Act 1970

Note (2): the Properties specified in the Schedule – Part 1 (*Properties*) to the Standard Security are as follows:

- ALL and WHOLE the subjects known as Fairview, Bannockburn registered in the Land Register of Scotland under title number STG18536
- ALL and WHOLE that area of ground in the Parish of Stornoway, Barony of Lewis and County formerly of Ross and now of Ross and Cromarty forming part of the croft and lands sometime known as Plasterfield Holding, Stornoway all as more particularly described in Disposition by John Angus MacLeod in favour of Highfield Group Limited dated First day of May and recorded in the Division of the General Register of Sasines applicable to the County of Ross and Cromarty on the Thirty first day of October, both months in the year Nineteen hundred and Ninety one; TOGETHER WITH all buildings and other erections erected or to be erected thereon, the whole parts and pertinents thereof and our whole right, title and interest, therein and thereto
- ALL and WHOLE the subjects known as Cairnie Lodge, Arbroath registered in the Land Register of Scotland under title number ANG2406
- ALL AND WHOLE (In the First Place) ALL and WHOLE that area or piece of ground situated in the Parish of Rosskeen and District (formerly County) of Ross and Cromarty and for the purpose of Registration of Writs in the County of Ross and Cromarty extending to One hectare and One hundred and ninety one decimal or One thousandth parts of a hectare or thereby known as The Walled Garden, The House of Rosskeen, Invergordon, Ross-shire, and being the subjects more particularly described in, disposed by and delineated in red on the plan annexed and subscribed as relative to the Disposition granted by Colonel Hector Andrew Courtney Mackenzie OBE, MC, TD, DL and Mrs Daphne Florence Elizabeth Mackenzie in favour of Dengar Properties Limited dated Tenth May and recorded in the Division of the General Register of Sasines applicable to the County of Ross and Cromarty on First September both dates in Nineteen hundred and eighty seven; (In the Second Place) ALL and WHOLE the heritable and irredeemable servitude right of pedestrian and vehicular access along the roadway leading from Castle Gardens, Invergordon, to the entrance

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Short particulars of all the property mortgaged or charged

to the said Walled Garden all as more particularly described in and disposed by the Deed of Servitude by Roderick Robin Mackenzie in favour of Dengar Properties Limited dated Twenty first July and recorded in the said Division of the General Register of Sasines on Thirtieth December both in the year Nineteen hundred and eight seven; (In the Third Place) ALL and WHOLE those two strips of land situated on the northeast side of the access road leading generally in a northwesterly direction from Castle Avenue in the Burgh of Invergordon Parish of Rosskeen and District (formerly County) of Ross and Cromarty and for the purpose of Registration of Writs in the County of Ross and Cromarty extending to a total area of Three hundred and nineteen decimal or Ten thousandth parts of a hectare or thereby metric measure which strips of land are disposed by and shown delineated in black and coloured pink and hatched in black on the plan annexed and signed as relative to Disposition by Roderick Robin Mackenzie in favour of Highfield (Saffron) Limited dated Twentieth August and recorded in the said Division of the General Register of Sasines on Eleventh September both Nineteen hundred and ninety; (In the Fourth Place) ALL and WHOLE that area of ground lying in the Parish of Rosskeen and District (formerly County) of Ross and Cromarty and for the purpose of Registration of Writs in the County of Ross and Cromarty extending to Two hundred and forty three square metres or thereby being the subjects more particularly disposed by and delineated in black and coloured pink on the plan annexed and executed as relative to the Disposition by Key Housing Association Limited in favour of Highfield Group Limited dated Thirtieth September and recorded in the said Division of the General Register of Sasines on Sixteenth December both months in the year Nineteen hundred and ninety two; (In the Fifth Place) ALL and WHOLE that area of ground lying in the Parish of Rosskeen and the District (formerly County) of Ross and Cromarty being the subjects disposed by and delineated in red and coloured pink and hatched in black on the plan annexed and signed as relative to the Disposition by Mrs Daphne Florence Elizabeth Mackenzie and the Executors of the late Colonel Hector Andrew Courtney Mackenzie in favour of Highfield Group Limited dated Twelfth and Fifteenth January and First February and recorded in the said Division of the General Register of Sasines on Twenty fifth February all Nineteen hundred and ninety one; together with (i) all buildings and other erections, erected or to be erected thereon, (ii) the parts, privileges and pertinents thereof; and (iii) the our whole right title and interest therein and thereto

- ALL and WHOLE the subjects known as Catmoor House, Scone registered in the Land Register of Scotland under title number PTH2467
- ALL and WHOLE the subjects known as Chapel Level, Kirkcaldy registered in the Land Register of Scotland under title number FFE35374
- ALL AND WHOLE that plot or area of ground extending to ten thousand, nine hundred and sixty nine square metres or thereby lying to the northwest of Caulfield Road, Inverness which area of ground is delineated in red on the plan annexed to the Feu Disposition by Cradlehall Developments Limited in favour of Highfield Leasing Limited dated Twenty fifth day of April and recorded in the Division of the General Register of Sasines applicable to the County of Inverness on the Eleventh day of May both months in the year Nineteen hundred and ninety five; together with (i) all buildings and other erections, erected or to be erected thereon, (ii) whole rights of access and other rights effeiring thereto, (iii) the parts, privileges and pertinents thereof; and (iv) our whole right title and interest therein and thereto
- ALL and WHOLE the subjects known as Douglas View, Hamilton registered in the Land Register of Scotland under title number LAN99918
- ALL AND WHOLE the tenant's interest under the Lease between Leith Developments (No.2) Limited and NHP Securities No.1 plc dated 6 and 7 and recorded in the Division of the General Register of

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Sasines applicable to the County of Midlothian on 18 February Nineteen Hundred and ninety seven of the subjects known as and forming ALL AND WHOLE that area or piece of ground extending to one acre or thereby lying on or towards the northwest of Drummohr Gardens, Wallyford in the Parish of Inveresk and County of Midlothian being the subjects more particularly described in, disposed by and shown delineated red on the plan annexed and signed as relative to Disposition by Norman Henderson with consent of Legerwood Estate Limited in favour of Leith Developments (No.2) Limited dated Twenty seventh and Twenty ninth February and recorded in the Division of the General Register of Sasines applicable to the County of Midlothian on Seventh March both months in the year Nineteen hundred and ninety six; Which area or piece of ground forms part and portion of ALL and WHOLE that area or portion of ground extending to four acres or thereby Imperial Measure situated at Wallyford in the said Parish and County part of the lands and estate of Wallyford and being the subjects more particularly described in, disposed by and delineated and coloured pink on the plan annexed and signed as relative to Disposition by the Right Honourable Francis David Charteris, Twelfth Earl of Wemyss and March and Wemyss Landed Estates Company in favour of the Trustees of the Wallyford Bluebell Football Club dated Twenty ninth July and recorded in the said Division of the General Register of Sasines on Sixteenth October both months in the year Nineteen hundred and forty seven; together with (i) all buildings and other erections, erected or to be erected thereon, (ii) the parts, privileges and pertinents thereof; and (iii) the Landlord's whole right title and interest therein and thereto

- ALL and WHOLE the subjects known as Forth Bank, Stirling registered in the Land Register of Scotland under title number STG2668
- ALL and WHOLE the subjects known as Greenfield Park, Glasgow registered in the Land Register of Scotland under title number GLA94413
- ALL and WHOLE the subjects known as Heatherbank, Glasgow registered in the Land Register of Scotland under title number GLA112918
- ALL and WHOLE that area or piece of ground extending to one acre and six hundred and four decimal or one thousandth parts of an acre or thereby lying on or towards the southwest of Home Farm Road, Portree leading to Portree Home Farm in the Parish of Portree, Island of Skye and County of Inverness being the subjects more particularly described in and shown outlined in red on the plan annexed and signed as relative to Feu Disposition by Richard Miles Mickelthwait and Simon Joseph Fraser as Trustees thereinmentioned in favour of Highfield Saffron Limited dated Twenty fourth September and Twenty seventh September and recorded in the Division of the General Register of Sasines applicable to the County of Inverness on Second November all Nineteen hundred and ninety TOGETHER WITH (One) the whole rights parts privileges and pertinents of the said subjects; (Two) the teinds in so far as we have right thereto; (Three) the heritable and irredeemable servitude rights specified in the said Feu Disposition in favour of Highfield Saffron Limited; (Four) the fittings and fixtures in and upon the said subjects; (Five) our whole right title and interest, present and future in and to the said subjects
- ALL and WHOLE the subjects known as Kerrvale, Glasgow registered in the Land Register of Scotland under title number GLA114631
- ALL and WHOLE that plot or area of ground at Shore Street, Campbeltown situated in the Royal Burgh of Campbeltown and County of Argyll, containing thirty five decimal or one hundredth parts of an acre or thereby Imperial Standard Measure which plot or area of ground is shown delineated and outlined in red on the plan annexed and signed as relative to the Disposition by Tulloch Projects (Argyll) Limited in favour of Highfield Leasing Limited dated Twentieth and recorded in the

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Division of the General Register of Sasines applicable to the County of Argyll on Thirtieth May Nineteen hundred and ninety six; But excepting therefrom ALL and WHOLE that area of ground situated to the northeast of Shore Street, Campbeltown in the County of Argyll extending said area of ground to Twenty two square metres or thereby which plot or area of ground is described in and disposed by and delineated in black and coloured pink on the plan annexed and subscribed as relative to Disposition by Highfield Leasing Limited in favour of Scottish Hydro-Electric plc dated Thirtieth May and Fourth June and recorded in the said Division of the General Register of Sasines on Twenty ninth October all Nineteen hundred and ninety seven; Together with by way of inclusion and not exception (One) the whole buildings and other erections on the said plot of ground; (Two) the parts, privileges and pertinents thereof; (Three) the fittings and fixtures in and upon the said plot of ground; (Four) our whole right title and interest present and future therein and thereto and (Five) the heritable and irredeemable servitude rights specified in the said Disposition by Tulloch Projects (Argyll) Limited in favour of Highfield Leasing Limited dated and recorded as aforesaid

- ALL and WHOLE the subjects known as Mavis Bank, Bishopbriggs registered in the Land Register of Scotland under title number GLA84575
- ALL AND WHOLE (In the First Place) ALL and WHOLE that plot or area of ground situated at Mossfield, Lochyside in the Parish of Kilmallie in the County of Inverness extending to Fifty decimal or One hundredth parts of a hectare or thereby metric measure being the subjects delineated in red on the plan annexed and subscribed as relative to Feu Disposition by Angus MacIver Contractors Limited in favour of Highfield Group Limited dated Thirtieth July and recorded in the Division of the General Register of Sasines for the County of Inverness Twelfth August both Nineteen hundred and ninety one; and (In the Second Place) ALL and WHOLE that plot or area of ground situated at Mossfield, Lochyside in the Parish of Kilmallie in the County of Inverness extending to One hundred and thirty two decimal or one thousandth parts of an acre or thereby metric measure and being the subjects delineated in red and partly hatched black and partly cross-hatched black on the plan annexed and executed as relative to Feu Disposition by Angus MacIver Contractors Limited in favour of Highfield Group Limited dated Tenth June and recorded in the said Division of the General Register of Sasines on Nineteenth August Nineteen hundred and ninety three; together with (i) all buildings and other erections, erected or to be erected thereon, (ii) the parts, privileges and pertinents thereof; and (iii) our whole right title and interest therein and thereto
- ALL and WHOLE the subjects known as Redmill, East Whitburn registered in the Land Register of Scotland under title number WLN3920
- ALL AND WHOLE (In the First Place) ALL and WHOLE that plot or area of ground extending to one acre and eighty decimal or one hundredth parts of an acre or thereby Imperial Standard Measure lying to the east and southeast of Cockpen Crescent, Bonnyrigg in the County of Midlothian being the subjects more particularly described in, disposed by and delineated within red boundaries on the plan annexed and subscribed as relative to Disposition by Mrs Thomasina Scott or Watt, the Executrix – Dative of the late William Affleck Watt in favour of the Coal Industry Social Welfare Organisation dated Fifth and recorded in the Division of the General Register of Sasines for the County of Midlothian on Eleventh both days of August Nineteen hundred and seventy five; But excepting therefrom that strip of ground extending to three decimal or one hundredth parts of an acre or thereby delineated and shown coloured green on the said lastmentioned plan; And (In the Second Place) ALL and WHOLE that strip or area of ground extending to three decimal or one hundredth parts of an acre or thereby Imperial Standard Measure lying to the Southeast of Cockpen Crescent, Bonnyrigg in the County of Midlothian all as the said strip or area of ground is delineated and shown coloured yellow on the plan annexed and signed as relative to Disposition by

Short particulars of all the property mortgaged or charged

George Alan More-Nisbet with consent therein mentioned in favour of the Coal Industry Social Welfare Organisation dated Tenth and Eighteenth September and recorded in the said Division of the General Register of Sasines on Fourth November both months in the year Nineteen hundred and seventy five; together with (i) all buildings and other erections, erected or to be erected thereon, (ii) the parts, privileges and pertinents thereof; and (iii) our whole right title and interest therein and thereto

- ALL and WHOLE the subjects known as Strathtay, Perth registered in the Land Register of Scotland under title number PTH2536
- ALL and WHOLE the subjects known as The Beeches, Dunfermline registered in the Land Register of Scotland under title number FFE9066
- ALL and WHOLE the subjects known as The Birches, Crieff registered in the Land Register of Scotland under title number PTH2482
- ALL and WHOLE the subjects known as The Orchard, Alloa registered in the Land Register of Scotland under title number CLK1589
- ALL and WHOLE the subjects known as The Village, Cumbernauld registered in the Land Register of Scotland under title number DMB57754
- ALL and WHOLE the subjects known as Castle View, Glasgow Road, Dumbarton registered in the Land Register of Scotland under title number DMB63322
- ALL and WHOLE (In the First Place) ALL and WHOLE that piece of ground formerly known as Dovehillock and now known as Wardbank, Don Street, Forfar situated in the Burgh of Forfar, County of Angus extending to Two hundred and fifty eight poles and fifteen square yards or thereby being the subjects more particularly described in, disposed by and delineated and coloured red on the plan annexed and executed as relative to Disposition by the Provost, Magistrates and Councillors of the Royal Burgh of Forfar in favour of John Laird, Senior dated Third June and recorded in the Particular Register of Sasines, Reversions et cetera kept by the Royal Burgh of Forfar on Fifth July both Eighteen hundred and seventy eight; But always excepting from the subjects (In the First Place) hereby described (First) ALL and WHOLE that area or piece of ground lying on the southside of Don Street in the said Burgh and County extending to sixteen poles and seven decimal or one tenth parts of a pole or thereby being the subjects more particularly described in, disposed by and delineated and coloured pink on the plan annexed and executed as relative to Disposition by John Lowson Junior and Company Limited in favour of James Alexander Whyte and William Jamieson Whyte as Trustees therein mentioned dated Twentieth December Nineteen hundred and fifty seven and recorded in the Division of the General Register of Sasines applicable to the County of Angus on Eighteenth January Nineteen hundred and fifty eight; (Second) ALL and WHOLE the subjects situated on the northside of Carseburn Road within the said Burgh and County extending to thirteen poles and six decimal or one tenth parts of a pole or thereby Imperial Measure being the subjects more particularly described in, disposed by and delineated and coloured pink on the plan annexed and executed as relative to Disposition by Neil Ross (Tractors) Limited in favour of Don Brothers Buist + Company Limited dated Twenty ninth December Nineteen hundred and seventy five and recorded in the said Division of the General Register of Sasines on Twenty second January Nineteen hundred and seventy six; and (Third) ALL and WHOLE that area of ground lying on the southside of Don Street in the said Burgh and County extending to twelve square yards or thereby Imperial Measure being the subjects more particularly described in and in the First Place disposed by and delineated in black and coloured pink on the plan annexed and executed as relative to Contract of Excambion between Neil Ross (Tractors)

Short particulars of all the property mortgaged or charged

Limited (In Liquidation) with consent thereinmentioned and Alexander Beattie Whyte as Trustee for the firm of Alexander Whyte dated Fifth and Eleventh May and recorded in the said Division of the General Register of Sasines on Fifth June both Nineteen hundred and eighty seven; and by way of inclusion (In the Second Place) ALL and WHOLE that triangular area of ground lying in the said Burgh and County extending to two and one half square yards Imperial Measure being the subjects more particularly described in and In the Second Place disposed by and shown coloured blue on the plan annexed and executed as relative to the said Contract of Excambion dated and recorded as aforesaid; Together with by way of inclusion and not exception (One) the Nursing Home and the whole other buildings and erections erected or to be erected on the subjects hereby described; (Two) the parts, privileges and pertinents thereof; (Three) the fittings and fixtures in and upon the subjects hereby disposed; and (Four) our whole right, title and interest, present and future therein and thereto

- ALL and WHOLE the subjects known as Kyle Court, Lochore Avenue, Paisley registered in the Land Register of Scotland under title number REN82278
- ALL and WHOLE the subjects known as Linlithgow Nursing Home, St Ninians Road, Linlithgow registered in the Land Register of Scotland under title number WLN5498
- ALL and WHOLE the subjects known as Merino Court, Drumfrochar Road, Greenock registered in the Land Register of Scotland under title number REN85886
- ALL and WHOLE that area of ground extending to One acre and four decimal or one tenth parts of an acre or thereby lying generally to the south of Perth Road in the City of Dundee and County of Angus and to the north of the Perth to Dundee Railway, there and being the subjects more particularly described in, in Feu Farm disposed by and shown delineated in red on the plan annexed and executed as relative to Feu Disposition by Bett Brothers Public Limited Company in favour of A & L King (Builders) Limited dated Third May and recorded in the Division of the General Register of Sasines applicable to the County of Angus (formerly Forfar) on Seventh June both Nineteen hundred and ninety five; Together with (First) the Nursing Home and whole other buildings erected or to be erected on the said area of ground (Second) the parts, privileges and pertinents thereof, (Third) the heritable fittings and fixtures therein and thereon and (Fourth) our whole right, title and interest therein and thereto
- ALL and WHOLE the subjects known as and forming Fifty one to Fifty seven Bridge Street, Tranent in the County of East Lothian being the subjects more particularly described in, disposed by and shown coloured red on the plan annexed and executed as relative to Disposition by The East Lothian Co-operative Society Limited in favour of James Kenneth Donaldson dated Thirty first August and recorded in the Division of the General Register of Sasines applicable to the County of East Lothian on Twelfth September both Nineteen hundred and eighty nine; But excepting from the subjects hereby described ALL and WHOLE that plot or area of ground extending to forty decimal or one hundredth parts of a hectare or thereby in the said County more particularly described in, disposed by and shown delineated in red on the plan annexed and subscribed as relative to Disposition by Grampian Care (Dundee) Limited with consent thereinmentioned in favour of Castle Rock Housing Association Limited dated Eighteenth and Twenty second March and recorded in the said Division of the General Register of Sasines on Third April both Nineteen hundred and ninety seven. Together with (First) the Nursing Home and any other buildings erected or to be erected thereon, (Second) the parts, privileges and pertinents thereof, (Third) the heritable fittings and fixtures therein and thereon and (fourth) our whole right, title and interest therein and thereto

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- ALL and WHOLE that area of land in the Parish and County of Inverness extending to Nine hundred and eighty three decimal or one thousandth parts of an hectare or thereby lying on or towards the south east of Murray Road, Culloden, Inverness along which it extends One hundred and twenty six metres or thereby being the subjects described in, disposed by and delineated in red on the plan annexed and signed as relative to Feu Disposition by Hugh MacRae & Company (Builders) Limited in favour of Grampian Care Limited dated Twenty eighth June and recorded in the Division of the General Register of Sasines for the County of Inverness on Tenth July both Nineteen hundred and ninety five; Together with the buildings known as and forming Culloden Court Care Home (otherwise Culloden Nursing Home) Murray Road, Culloden, Inverness, erected thereon, the heritable fittings and fixtures therein and thereon, the parts, privileges and pertinents thereof and our whole right title and interest therein and thereto
- ALL and WHOLE the subjects known as Barleystone Court, Westquarter Avenue, Falkirk registered in the Land Register of Scotland under title number STG26206
- ALL and WHOLE the subjects known as Lomond House and Woodside Housing Nursing Homes, Woodside Way, Glenrothes registered in the Land Register of Scotland under title number FFE2361
- ALL and WHOLE (First) that plot or area of ground part of 5.207 acres or thereby lying to the north-west of Murrayfield Avenue, Edinburgh more particularly described in and disposed by Feu Disposition by MacTaggart & Mickel Limited in favour of Ashbourne Homes plc dated Ninth and recorded in the Division of the General Register of Sasines applicable to the County of Midlothian on Nineteenth April Nineteen hundred and ninety UNDER EXCEPTION of the subjects described and disposed in the Disposition by the said Ashbourne Homes plc to MacTaggart & Mickel Limited dated Seventh and recorded in the said Division of the General Register of Sasines on Fifteenth both February Nineteen hundred and ninety six (Second) by way of inclusion and not exception that area or piece of ground part of 5.207 acres or thereby lying to the west of Succoth Avenue, Edinburgh more particularly described in, disposed by and shown outlined in red on the plan annexed and executed as relative to Feu Disposition by Mactaggart & Mickel Limited in favour of Ashbourne Homes plc dated Eighth and recorded in the said Division of the General Register of Sasines on Fifteenth both February Nineteen hundred and ninety six (fiche 384 frame 3); Together with (One) the nursing home known as and forming Murrayfield House Nursing Home and any other buildings erected or to be erected thereon; (Two) the parts, privileges and pertinents thereof; (Three) the fittings and fixtures in and upon the Subjects hereby disposed; and (Four) our whole right title and interest present and future therein and thereto
- ALL and WHOLE the subjects known as Annfield Nursing Home, Annfield Place, Stirling registered in the Land Register of Scotland under title number STG9911

Note (3): the Leases specified in the Schedule – Part 2 (*Leases*) to the Standard Security are as follows:

- Lease of Fairview, Bannockburn in favour of NHP Securities No. 5 Limited
- Lease of Blar Buidhe, Stornoway in favour of NHP Securities No. 9 Limited
- Lease of Cairnie Lodge, Arbroath in favour of NHP Securities No. 9 Limited

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- Lease of Castle Gardens, Invergordon in favour of NHP Securities No. 9 Limited
- Lease of Catmoor House, Scone in favour of NHP Securities No. 9 Limited
- Lease of Chapel Level, Kirkcaldy in favour of NHP Securities No. 9 Limited
- Lease of Cradlehall, Inverness in favour of NHP Securities No. 9 Limited
- Lease of Douglas View, Hamilton in favour of NHP Securities No. 9 Limited
- Lease of Drummohr, Wallyford in favour of NHP Securities No. 9 Limited
- Lease of Forth Bank, Stirling in favour of NHP Securities No. 9 Limited
- Lease of Greenfield Park, Glasgow in favour of NHP Securities No. 9 Limited
- Lease of Heatherbank, Glasgow in favour of NHP Securities No. 9 Limited
- Lease of Home Farm, Portree in favour of NHP Securities No. 9 Limited
- Lease of Kerrvale, Glasgow in favour of NHP Securities No. 9 Limited
- Lease of Kintyre, Campbeltown in favour of NHP Securities No. 9 Limited
- Lease of Mavis Bank, Bishopbriggs in favour of NHP Securities No. 9 Limited
- Lease of Moss Park, Fort William in favour of NHP Securities No. 9 Limited
- Lease of Redmill, Whitburn in favour of NHP Securities No. 9 Limited
- Lease of Springfield Bank, Bonnyrigg in favour of NHP Securities No. 9 Limited
- Lease of Strathtay, Perth in favour of NHP Securities No. 9 Limited
- Lease of The Beeches, Dunfermline in favour of NHP Securities No. 9 Limited
- Lease of The Birches, Crieff in favour of NHP Securities No. 9 Limited
- Lease of The Orchard, Alloa in favour of NHP Securities No. 9 Limited
- Lease of The Village, Cumbernauld in favour of NHP Securities No. 9 Limited
- Lease of Castle View, Glasgow Road, Dumbarton in favour of NHP Securities No. 5 Limited
- Lease of Finavon Court, Don Street, Forfar in favour of NHP Securities No. 5 Limited
- Lease of Kyle Court, Lochore Avenue, Paisley in favour of NHP Securities No. 5 Limited
- Lease of Linlithgow Nursing Home, St Ninians Road, Linlithgow in favour of NHP Securities No. 5 Limited
- Lease of Merino Court, Drumfrochar Road, Greenock in favour of NHP Securities No. 5 Limited
- Lease of Riverside View, Clovis Duveau Drive, Dundee in favour of NHP Securities No. 5 Limited
- Lease of Tranent Nursing Home, Bridge Street, Tranent in favour of NHP Securities No. 5 Limited
- Lease of Culloden Nursing Home, Murray Road, Inverness in favour of NHP Securities No. 5 Limited
- Lease of Barleystone Court, Westquarter Avenue, Falkirk in favour of NHP Securities No. 9 Limited

Name of Company

NHP SECURITIES NO. 3 LIMITED

Company Number

03287957

Short particulars of all the property mortgaged or charged

- Lease of Lomond House and Woodside Housing Nursing Homes, Woodside Way, Glenrothes in favour of NHP Securities No. 9 Limited
- Lease of Murrayfield House Nursing Home, Murrayfield Avenue, Edinburgh in favour of NHP Securities No. 9 Limited
- Lease of Annfield Nursing Home, Annfield Place, Stirling in favour of NHP Securities No. 9 Limited

M

COMPANIES FORM No. 398

398

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

CHFP025

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

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

03287957

Name of company

* insert full name
of company

* NHP Securities No.3 Limited

I We DLA Piper Rudnick Gray Cary Scotland LLP

of 249 West George Street, Glasgow G2 4RB

§ give date and
parties to charge

certify that the charge§ being a standard security dated 19 May 2005
by NHP Securities Number One Limited in favour of Barclays Bank plc

of which a true copy is annexed to this form was presented for registration on 2 June 2005

† delete as
appropriate

in [Scotland] ~~[Northern Ireland]~~

Signed

Date 3 June 2005

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

DLA Piper Rudnick Gray Cary
249 West George Street
GLASGOW
G2 4RB

DX: 561481 GLASGOW
NJKT/KM/310850/3

For official Use
Mortgage Section

Post room

Notes

The address for the Registrar of Companies is:-

Companies House
Crown Way
Cardiff
CF14 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03287957

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON 2 JUNE 2005 AND DATED THE 19th MAY 2005 AND CREATED BY NHP SECURITIES NO. 3 LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM EACH OBLIGOR TO ALL OR ANY OF THE SECURED PARTIES ON ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 9th JUNE 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th JUNE 2005.

L/C DMU



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES