Norwest box 6 105723 .

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.

FEE £ 395 COMPANIES HOUSE

Pursuant to section 395 of the Companies Act 1985

M

CHFP025

Please do not write in this margin

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

* insert full name of Company

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

For official use

Company number 3679340

Name of company

* Highfield Home Properties Limited

Date of creation of the charge

28th November 2000

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

Mortgage 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 NHPS (as defined below) whether present or future, actual or contingent and whether alone, 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. 6 Limited ("NHPS")
47 Esplanade
St Helier
Jersey JE1 0BD

Postcode

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

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

For official Use

Mortgage Section | Post room

ATEPUWE3 0521
A24 13/12/00
COMPANIES HOUSE

Time critical reference

Short particulars of all the property mortgaged or charged

Please do not write in this margin

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

i First fixed charge on Leasehold premises situate at Melmerby Hall Nursing Home, Melmerby, Ripon, HG4 5HA.

ii First fixed charge on all other freehold, leasehold and other immovable property now or in the future belonging to the Company together with all buildings, trade and other fixtures, fixed plant and machinery from time to time thereon; all other plant and machinery now or in the future belonging to the Company; all patents, designs, copyrights, design rights, trade marks and service marks and all similar rights and fees, royalties or other rights deriving therefrom, now or in the future belonging to the Company; the Company's goodwill and its uncalled capital for the time being; and all right, title and interest in all present and future book and other debts due, owing, payable or incurred to the Company.

iii First floating charge on the whole of the remainder of the Company's undertaking and property and assets whatsoever and wheresoever present and future.

NB THE COMPANY MAY NOT WITHOUT THE PRIOR WRITTEN CONSENT OF NHPS CREATE OR PERMIT TO SUBSIST ANY OTHER MORTGAGE, CHARGE, PLEDGE, HYPOTHECATION, LIEN OR OTHER SECURITY INTEREST (OTHER THAN LIENS ARISING IN THE ORDINARY COURSE OF BUSINESS), SELL OR OTHERWISE DISPOSE OF THE WHOLE OR PART OF ITS UNDERTAKING OR ITS ASSETS (OTHER THAN DIVIDENDS) OR PART WITH POSSESSION OF ANY FREEHOLD OR LEASEHOLD PROPERTY OF WHICH NHPS IS THE LESSOR.

Particulars as to commission allowance or discount (note 3)

NIL

Signed Solicitor for and on behalf of the Secretary of State for Health Date 11.12.00

On behalf of [~~company~~] [mortgagee/~~chargee~~] †

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

† 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 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. 03679340

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE DEBENTURE DATED THE 28th NOVEMBER 2000 AND CREATED BY HIGHFIELD HOME PROPERTIES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NHP SECURITIES NO.6 LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 13th DECEMBER 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th DECEMBER 2000.

REGISTRAR OF COMPANIES FOR ENGLAND AND WALES

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

COMPANIES HOUSE

HC026B