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CHFP025

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

* insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Capital Bank Bank of Scot
505853
£90x9



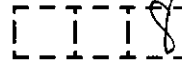
A fee of £10 is payable to Companies House in respect
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



3934732

Name of company

* Four Seasons Health Care Properties (Care Homes) Limited
("the Borrower")

Date of creation of the charge

5 June 2000

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

Standard Security dated 14 April 2000

Amount secured by the mortgage or charge

The payment and discharge of all the Secured Liabilities which now or at
any time hereafter may become due, owing or payable and any variation or
alteration thereof.

FOR DEFINED TERMS PLEASE SEE CONTINUATION SHEET 1

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

Morgan Stanley Mortgage Servicing Limited having its Registered Office
at 25 Cabot Square, Canary Wharf, London ("the Security Trustee").

Postcode E14 4QA

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

Tods Murray WS
33 Bothwell Street
Glasgow

G2 6NL

BUS.NDD.M1132.010

Time critical reference

For official Use
Mortgage Section

Post room



ALL and WHOLE that area or piece of ground lying formerly in the Parish of Monifieth and County of Forfar and now in the District of the City of Dundee and County of Angus extending to 2.68 acres or thereby and being the subjects more particularly described in, disposed by and shown coloured red on the plan marked "Plan 1" annexed and signed as relative to the Disposition by Linlathen Estates Limited with consent of Norman Reid & Associates Limited in favour of Scotcare Group Limited dated the Twenty second and Twenty third both days of May and recorded in the Division of the General Register of Sasines applicable to the County of Angus on the Ninth day of June, both months in the year Nineteen hundred and Eighty nine; Together with (One) the whole buildings and other structures thereon all now known as Linlathen Nursing Home, Arbroath Road, Broughty Ferry, Dundee; (Two) the whole fittings and fixtures in, upon and about the said subjects; (Three) the whole mines, metals and minerals of every description upon or under the said area or piece of ground (except for coal) and including all sand and gravel in and under the said area or piece of ground insofar as we have right thereto; (Four) the whole timber, standing and fallen; (Five) the whole rights joint, common, mutual and others rights of support and wayleaves of and effering to the said subjects hereby secured;

(PLEASE SEE CONTINUATION SHEET 1)

Particulars as to commission allowance or discount (note 3)

N/A

Signed *Tods Murray*

Date *21/6/00*

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

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

Please do not write in this margin

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

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

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binding margin

Particulars of a mortgage or charge (continued)

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

CHA 116

Please complete
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bold block lettering

Company Number

3934732

Name of Company

Four Seasons Health Care Properties (Care Homes) Limited
("the Borrower")

~~limited~~

* delete if
inappropriate

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

N/A

In this Form 395:

"Credit Agreement" means the £65,600,000 loan agreement made on 14 April 2000 between MSDWMC I (1) the Security Trustee (2) and the Borrower (3).

"Finance Document" has the meaning given to it in the Credit Agreement.

"MSDWMC I" means Morgan Stanley Dean Witter Mortgage Capital Inc. of 1585 Broadway, New York, NY 10036 (incorporated in New York, USA) in its capacity as lender pursuant to the Credit Agreement.

"Secured Liabilities" means all present and future obligations and liabilities whether actual or contingent and whether owed jointly or severally or in any capacity whatsoever of the Borrower to all or any of the Secured Parties from time to time under each Finance Document (except for any obligation which, if it were so included, would result in the Debenture between the Borrower and the Security Trustee dated 14 April 2000 contravening Section 151 of the Companies Act 1985).

"Secured Parties" means MSDWMC I and any other party designated as a Secured Party from time to time in writing by MSDWMC I and their respective successors and assigns.

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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**

N/A

(Six) the whole rights of access and all heritable and irredeemable servitude rights including without prejudice to that generality those specified in the said Disposition by Linlathen Estates Limited with consent in favour of Scotcare Group Limited dated and recorded as aforesaid; (Seven) the whole parts, privileges, pertinents and rights of and effering to the said subjects hereby secured; and (Eighth) the Borrower's whole right, title and interest, present and future therein and thereto.

Please complete
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COMPANIES FORM No. 398

398

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

CHFP025

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Pursuant to section 398(4) of the Companies Act 1985

Please complete
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bold block lettering

To the Registrar of Companies
(Address overleaf)

Company number

3934732

* insert full name
of company

Name of company

* FOUR SEASONS HEALTH CARE PROPERTIES (CARE HOMES) LIMITED

WE, TODS MURRAY WS

of 33 BOTHWELL STREET, GLASGOW G2 6NL

§ give date and
parties to charge

certify that the charge § BY FOUR SEASONS HEALTH CARE PROPERTIES (CARE HOMES)
LIMITED IN FAVOUR OF MORGAN STANLEY MORTGAGE SERVICING LIMITED (AS SECURITY
TRUSTEE) DATED 14 APRIL 2000

of which a true copy is annexed to this form was presented for registration on 5 JUNE 2000

† delete as
appropriate

in [Scotland] ~~[Northern Ireland]~~†

Signed

Tods Murray

Date 21/6/00

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

Tods Murray WS
33 Bothwell Street
Glasgow

G2 6NL
DX 512815 Glasgow Central
BUS.NDD.M1132.010

For official Use

Mortgage Section

Post room

Notes

The address for the Registrar of Companies is:-

Companies House
Crown Way
Cardiff
CF14 3UZ



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03934732

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON THE 5 JUNE 2000 AND DATED THE 14th APRIL 2000 AND CREATED BY FOUR SEASONS HEALTH CARE PROPERTIES (CARE HOMES) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ALL OR ANY OF THE SECURED PARTIES FROM TIME TO TIME UNDER EACH FINANCE DOCUMENT (ALL AS DEFINED THEREIN) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 23rd JUNE 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27th JUNE 2000.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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