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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

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

1119

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

Presenter'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 those subjects lying in the Parish of Kirkhill and County of Inverness and comprising the whole subjects formerly known as The Mansionhouse of Lentrán and outbuildings and now known as Lentrán House Nursing Home, by Inverness and comprising ALL and WHOLE the subjects lying in the Parish of Kirkhill and County of Inverness being the subjects more particularly described in, disposed by and delineated in red and coloured pink on the plan annexed and signed as relative to the Feu Disposition by Perimeter Farms Limited in favour of Volstead Properties Limited dated the Third day of August and recorded in the Division of the General Register of Sasines applicable to the County of Inverness on the Thirteenth day of September both months in the year Nineteen hundred and Seventy two BUT UNDER EXCEPTION of (One) ALL and WHOLE that plot or area of ground extending to seventy-two decimal or one-thousandth parts of a hectare or thereby in the said Parish and County and lying generally to the south of the access road leading from the Inverness/Beaully Road to Lentrán House and comprising the subjects more particularly described in and disposed by the Disposition by Lentrán House Limited in favour of Donald Grant and Patricia Ann MacKenzie dated the Seventh and recorded in the said Division of the General Register of Sasines on the Twentieth both days of August Nineteen hundred and Eighty six;

(PLEASE SEE CONTINUATION SHEET 1)

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

Particulars as to commission allowance or discount (note 3)

N/A

Signed *Tods Murray*

Date *21/6/00*

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

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**Particulars of a mortgage or charge
(continued)**

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

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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

and (Two) ALL and WHOLE that plot or area of ground in the said Parish and County and also lying generally to the south of the access road leading from the Inverness/Beaully Road to Letran House and being the subjects more particularly described in and disposed by the Disposition by Letran House Limited in favour of Magdy Adib Ishak-Hanna dated the Eighteenth day of September and recorded in the said Division of the General Register of Sasines on the Fifteenth day of October both months in the year Nineteen hundred and Eighty six: And together with, by way of inclusion not exception, (First) the whole buildings and other structure upon the said subjects hereby secured, all now known as Letran House Nursing Home, aforesaid; (Second) the whole heritable fittings and fixtures therein and thereon; (Three) the whole parts, privileges, pertinents and rights, common, mutual and particular thereof and effeiring thereto; and (Four) the Borrower's whole right, title and interest, present and future therein and thereto.

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COMPANIES FORM No. 398

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

398

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this margin

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

To the Registrar of Companies
(Address overleaf)

Company number

3934732

Please complete
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in black type, or
bold block lettering

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.

*P.
EJC*



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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