

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

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

[[[]]]

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

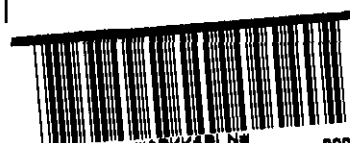
G2 6NL

BUS.NDD.M1132.010

Time critical reference

For official Use
Mortgage Section

Post room



A34
COMPANIES HOUSE

0091
23/06/00

ALL and WHOLE that piece of ground, part of the lands of Craigie, in the Parish of Perth and County of Perth measuring 198.43 poles or thereby Imperial Standard Measure bounded on the north-west by the south-eastern bank of the Craigie Burn along which it extends 275 feet or thereby and being the area or piece of ground more particularly described in, disposed by and delineated within the lines coloured red on the plan annexed and subscribed as relative to the Disposition by Mrs. Alice Hastie Greig or McCash and others as trustees for the Perth Ladies House of Refuge for Destitute Girls with consent therein mentioned in favour of His Majestys Principal Secretary of State for the War Department dated the Sixth, Ninth, Eleventh and Fifteenth all days of March and registered in the Division of the General Register of Sasines applicable to the County of Perth on the Sixth day of April both months in the year Nineteen hundred and Twenty six; Together with (One) the whole buildings thereon all now known as Craigieknowes Nursing Home, Craigieknowes Road, Perth; (Two) the whole heritable fittings and fixtures therein and thereon; and (Three) free ish and entry from and to the said subjects hereby secured; (Four) the whole parts, privileges, pertinents of and effeiring to the said subjects hereby secured; and (Five) the Borrower's whole right, title and interest, present and future in and to the said subjects and others hereby secured.

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

N/A

Signed *Talson*

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

Please do not
write in this
binding margin

Particulars of a mortgage or charge (continued)

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

CHA 116

Please complete
legibly, preferably
in black type, or
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.

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

Please do not
write in this
binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

N/A

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

N/A

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

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

3934732

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

Name of company

* FOUR SEASONS HEALTH CARE PROPERTIES (CARE HOMES) LIMITED

* insert full name
of company

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 SECIRITY 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.
GTC*



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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