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COMPANIES FORM No. 395

395

CHWP000

Please do not
write in
this margin**Particulars of a mortgage or charge****A fee of £13 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

*Please complete legibly, preferably in black type, or bold block lettering*To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

41

5139897

Name of company

* insert full name
of Company

* CANNON LIFE NO.1 (UK) LIMITED

C/N LR LIFE NO 1 (UK) LIMITED

Date of creation of the charge

1 NOVEMBER 2005

13/10/05

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

ASSIGNATION OF RENTS INTIMATED 1 NOVEMBER 2005 AND

Amount secured by the mortgage or charge

In security of the payment and discharge of all present and future obligations and liabilities whether actual or contingent and whether owned jointly or severally in any capacity whatsoever due by the said company as Guarantor under the Finance Documents (the terms "Guarantor" and "Finance Documents" being defined in the Facility Agreement hereinafter referred to) under the Agreement entered into amongst others the Guarantor, London & Regional (Nursing Homes) Limited as borrower and The Royal Bank of Scotland plc as original lender, hedging bank, agent and security trustee dated on or about 13 October 2005 (the said agreement amended, varied, supplemented or novated in any way from time to time being hereinafter referred to as "the Facility Agreement")

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

The Royal Bank of Scotland plc, 36 St Andrew Square, Edinburgh

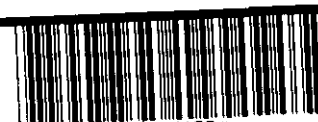
Postcode EH2 2YB

Presenter's name address and
reference (if any) :BRODIES LLP (YZE)
15 ATHOLL CRESCENT
EDINBURGH EH3 8HA

Time critical reference

For official Use (06/2005)
Mortgage Section

Post room

A17
COMPANIES HOUSE380
14/11/2005

Short particulars of all the property mortgaged or charged

Rents and other monies due in terms of the Lease between Cannon Life No. 1 (UK) Limited, Ashbourne (Eton) Limited and Ashbourne Holdings Limited dated 30 August 2005 relating to Cranford House, Cranford Road, Aberdeen as amended by a Minute of Variation dated 12 October 2005.

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)

Signed



Date 2 November 2005

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

*A fee 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. 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. 05139897

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ASSIGNATION OF RENTS INTIMATED 1 NOVEMBER 2005 AND DATED THE 13th OCTOBER 2005 AND CREATED BY LR LIFE NO. 1 (UK) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY FORMERLY KNOWN AS CANNON LIFE NO.1 (UK) LIMITED TO THE ROYAL BANK OF SCOTLAND plc 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 14th NOVEMBER 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 16th NOVEMBER 2005.

P.
Rau



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES