

M

COMPANIES FORM No. 395

005283/52

Particulars of a mortgage or charge

x4

395

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

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

For official use

Company number



5555758

Name of company

* TBG CARECO CH 2 PROPCO LIMITED (FORMERLY GARDENNEW LIMITED)

Date of creation of the charge

2 NOVEMBER 2005

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

STANDARD SECURITY

Amount secured by the mortgage or charge - See Fax

ALL PRESENT AND FUTURE OBLIGATIONS AND LIABILITIES (WHETHER ACTUAL OR CONTINGENT AND WHETHER OWED JOINTLY OR SEVERALLY OR IN ANY OTHER CAPACITY WHATSOEVER) OF EACH OBLIGATOR TO ALL OR ANY OF THE SECURED PARTIES UNDER EACH OR ANY OF THE FINANCE DOCUMENTS, IN EACH CASE TOGETHER WITH:

- (A) ALL COSTS, CHARGES AND EXPENSES INCURRED BY ANY SECURED PARTY IN CONNECTION WITH THE PROTECTION, PRESERVATION OR ENFORCEMENT OF ITS RIGHTS UNDER ANY FINANCE DOCUMENT; AND
- (B) ALL MONEYS, OBLIGATIONS AND LIABILITIES DUE, OWING OR INCURRED IN RESPECT OF ANY VARIATIONS OR INCREASES IN THE AMOUNT OR COMPOSITION OF THE FACILITIES PROVIDED UNDER ANY FINANCE DOCUMENT OR THE OBLIGATIONS AND LIABILITIES IMPOSED UNDER SUCH DOCUMENTS.

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

BARCLAYS BANK PLC
10 LOMBARD STREET, LONDON AS SECURITY AGENT

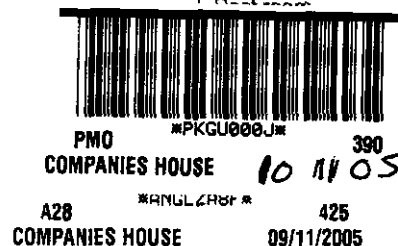
Postcode

Presentor's name address and reference (if any):
DLA Piper Rudnick Gray Cary
249 West George Street
GLASGOW
G2 4RB

LAM/310850/6

Time critical reference

For official Use (02/00)
Mortgage Sec'



SEE ATTACHED PAPER APART.

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)

NONE

Signed



Date 04.11.05

On behalf of ~~XXXXXXXXXXXXXXXXXXXX~~ [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 must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

M395 PAPER APART

- ALL AND WHOLE THE SUBJECTS KNOWN AS FAIRVIEW, BANNOCKBURN REGISTERED IN THE LAND REGISTER OF SCOTLAND UNDER TITLE NUMBER STG18536
- ALL AND WHOLE THE SUBJECTS KNOWN AS CASTLE VIEW, GLASGOW ROAD, DUMBARTON REGISTERED IN THE LAND REGISTER OF SCOTLAND UNDER TITLE NUMBER DMB63322
- ALL AND WHOLE (IN THE FIRST PLACE) ALL AND WHOLE THAT PIECE OF GROUND FORMERLY KNOWN AS DOVEHILLOCK AND NOW KNOWN AS WARDBANK, DON STREET, FORFAR SITUATED IN THE BURGH OF FORFAR, COUNTY OF ANGUS EXTENDING TO TWO HUNDRED AND FIFTY EIGHT POLES AND FIFTEEN SQUARE YARDS OR THEREBY BEING THE SUBJECTS MORE PARTICULARLY DESCRIBED IN, DISPOSED BY AND DELINEATED AND COLOURED RED ON THE PLAN ANNEXED AND EXECUTED AS RELATIVE TO DISPOSITION BY THE PROVOST, MAGISTRATES AND COUNCILLORS OF THE ROYAL BURGH OF FORFAR IN FAVOUR OF JOHN LAIRD, SENIOR DATED THIRD JUNE AND RECORDED IN THE PARTICULAR REGISTER OF SASINES, REVERSIONS ET CETERA KEPT BY THE ROYAL BURGH OF FORFAR ON FIFTH JULY BOTH EIGHTEEN HUNDRED AND SEVENTY EIGHT; BUT ALWAYS EXCEPTING FROM THE SUBJECTS (IN THE FIRST PLACE) HEREBY DESCRIBED (FIRST) ALL AND WHOLE THAT AREA OR PIECE OF GROUND LYING ON THE SOUTHSIDE OF DON STREET IN THE SAID BURGH AND COUNTY EXTENDING TO SIXTEEN POLES AND SEVEN DECIMAL OR ONE TENTH PARTS OF A POLE OR THEREBY BEING THE SUBJECTS MORE PARTICULARLY DESCRIBED IN, DISPOSED BY AND DELINEATED AND COLOURED PINK ON THE PLAN ANNEXED AND EXECUTED AS RELATIVE TO DISPOSITION BY JOHN LOWSON JUNIOR AND COMPANY LIMITED IN FAVOUR OF JAMES ALEXANDER WHYTE AND WILLIAM JAMIESON WHYTE AS TRUSTEES THEREINMENTIONED DATED TWENTIETH DECEMBER NINETEEN HUNDRED AND FIFTY SEVEN AND RECORDED IN THE DIVISION OF THE GENERAL REGISTER OF SASINES APPLICABLE TO THE COUNTY OF ANGUS ON EIGHTEENTH JANUARY NINETEEN HUNDRED AND FIFTY EIGHT; (SECOND) ALL AND WHOLE THE SUBJECTS SITUATED ON THE NORTHSIDE OF CARSEBURN ROAD WITHIN THE SAID

BURGH AND COUNTY EXTENDING TO THIRTEEN POLES AND SIX DECIMAL OR ONE TENTH PARTS OF A POLE OR THEREBY IMPERIAL MEASURE BEING THE SUBJECTS MORE PARTICULARLY DESCRIBED IN, DISPONED BY AND DELINEATED AND COLOURED PINK ON THE PLAN ANNEXED AND EXECUTED AS RELATIVE TO DISPOSITION BY NEIL ROSS (TRACTORS) LIMITED IN FAVOUR OF DON BROTHERS BUIST + COMPANY LIMITED DATED TWENTY NINTH DECEMBER NINETEEN HUNDRED AND SEVENTY FIVE AND RECORDED IN THE SAID DIVISION OF THE GENERAL REGISTER OF SASINES ON TWENTY SECOND JANUARY NINETEEN HUNDRED AND SEVENTY SIX; AND (THIRD) ALL AND WHOLE THAT AREA OF GROUND LYING ON THE SOUTHSIDE OF DON STREET IN THE SAID BURGH AND COUNTY EXTENDING TO TWELVE SQUARE YARDS OR THEREBY IMPERIAL MEASURE BEING THE SUBJECTS MORE PARTICULARLY DESCRIBED IN AND IN THE FIRST PLACE DISPONED BY AND DELINEATED IN BLACK AND COLOURED PINK ON THE PLAN ANNEXED AND EXECUTED AS RELATIVE TO CONTRACT OF EXCAMBION BETWEEN NEIL ROSS (TRACTORS) LIMITED (IN LIQUIDATION) WITH CONSENT THEREINMENTIONED AND ALEXANDER BEATTIE WHYTE AS TRUSTEE FOR THE FIRM OF ALEXANDER WHYTE DATED FIFTH AND ELEVENTH MAY AND RECORDED IN THE SAID DIVISION OF THE GENERAL REGISTER OF SASINES ON FIFTH JUNE BOTH NINETEEN HUNDRED AND EIGHTY SEVEN; AND BY WAY OF INCLUSION (IN THE SECOND PLACE) ALL AND WHOLE THAT TRIANGULAR AREA OF GROUND LYING IN THE SAID BURGH AND COUNTY EXTENDING TO TWO AND ONE HALF SQUARE YARDS IMPERIAL MEASURE BEING THE SUBJECTS MORE PARTICULARLY DESCRIBED IN AND IN THE SECOND PLACE DISPONED BY AND SHOWN COLOURED BLUE ON THE PLAN ANNEXED AND EXECUTED AS RELATIVE TO THE SAID CONTRACT OF EXCAMBION DATED AND RECORDED AS AFORESAID; TOGETHER WITH BY WAY OF INCLUSION AND NOT EXCEPTION (ONE) THE NURSING HOME AND THE WHOLE OTHER BUILDINGS AND ERECTIONS ERECTED OR TO BE ERECTED ON THE SUBJECTS HEREBY DESCRIBED; (TWO) THE PARTS, PRIVILEGES AND PERTINENTS THEREOF; (THREE) THE FITTINGS AND FIXTURES IN AND UPON THE SUBJECTS HEREBY DISPONED; AND (FOUR) OUR WHOLE RIGHT, TITLE AND INTEREST, PRESENT AND FUTURE THEREIN AND THERETO

- ALL AND WHOLE THE SUBJECTS KNOWN AS KYLE COURT, LOCHORE AVENUE, PAISLEY REGISTERED IN THE LAND REGISTER OF SCOTLAND UNDER TITLE NUMBER REN82278
- ALL AND WHOLE THE SUBJECTS KNOWN AS LINLITHGOW NURSING HOME, ST NINIANS ROAD, LINLITHGOW REGISTERED IN THE LAND REGISTER OF SCOTLAND UNDER TITLE NUMBER WLN5498
- ALL AND WHOLE THE SUBJECTS KNOWN AS MERINO COURT, DRUMFROCHAR ROAD, GREENOCK REGISTERED IN THE LAND REGISTER OF SCOTLAND UNDER TITLE NUMBER REN85886
- ALL AND WHOLE THAT AREA OF GROUND EXTENDING TO ONE ACRE AND FOUR DECIMAL OR ONE TENTH PARTS OF AN ACRE OR THEREBY LYING GENERALLY TO THE SOUTH OF PERTH ROAD IN THE CITY OF DUNDEE AND COUNTY OF ANGUS AND TO THE NORTH OF THE PERTH TO DUNDEE RAILWAY, THERE AND BEING THE SUBJECTS MORE PARTICULARLY DESCRIBED IN, IN FEU FARM DISPONED BY AND SHOWN DELINEATED IN RED ON THE PLAN ANNEXED AND EXECUTED AS RELATIVE TO FEU DISPOSITION BY BETT BROTHERS PUBLIC LIMITED COMPANY IN FAVOUR OF A & L KING (BUILDERS) LIMITED DATED THIRD MAY AND RECORDED IN THE DIVISION OF THE GENERAL REGISTER OF SASINES APPLICABLE TO THE COUNTY OF ANGUS (FORMERLY FORFAR) ON SEVENTH JUNE BOTH NINETEEN HUNDRED AND NINETY FIVE; TOGETHER WITH (FIRST) THE NURSING HOME AND WHOLE OTHER BUILDINGS ERECTED OR TO BE ERECTED ON THE SAID AREA OF GROUND (SECOND) THE PARTS, PRIVILEGES AND PERTINENTS THEREOF, (THIRD) THE HERITABLE FITTINGS AND FIXTURES THEREIN AND THEREON AND (FOURTH) OUR WHOLE RIGHT, TITLE AND INTEREST THEREIN AND THERETO
- ALL AND WHOLE THE SUBJECTS KNOWN AS AND FORMING FIFTY ONE TO FIFTY SEVEN BRIDGE STREET, TRANENT IN THE COUNTY OF EAST Lothian BEING THE SUBJECTS MORE PARTICULARLY DESCRIBED IN, DISPONED BY AND SHOWN COLOURED RED ON THE PLAN ANNEXED AND EXECUTED AS RELATIVE TO DISPOSITION BY THE EAST Lothian CO-OPERATIVE SOCIETY LIMITED IN FAVOUR OF JAMES KENNETH DONALDSON DATED THIRTY FIRST AUGUST AND RECORDED IN THE

DIVISION OF THE GENERAL REGISTER OF SASINES APPLICABLE TO THE COUNTY OF EAST LoTHIAN ON TWELFTH SEPTEMBER BOTH NINETEEN HUNDRED AND EIGHTY NINE; BUT EXCEPTING FROM THE SUBJECTS HEREBY DESCRIBED ALL AND WHOLE THAT PLOT OR AREA OF GROUND EXTENDING TO FORTY DECIMAL OR ONE HUNDREDTH PARTS OF A HECTARE OR THEREBY IN THE SAID COUNTY MORE PARTICULARLY DESCRIBED IN, DISPOSED BY AND SHOWN DELINEATED IN RED ON THE PLAN ANNEXED AND SUBSCRIBED AS RELATIVE TO DISPOSITION BY GRAMPIAN CARE (DUNDEE) LIMITED WITH CONSENT THEREINMENTIONED IN FAVOUR OF CASTLE ROCK HOUSING ASSOCIATION LIMITED DATED EIGHTEENTH AND TWENTY SECOND MARCH AND RECORDED IN THE SAID DIVISION OF THE GENERAL REGISTER OF SASINES ON THIRD APRIL BOTH NINETEEN HUNDRED AND NINETY SEVEN. TOGETHER WITH (FIRST) THE NURSING HOME AND ANY OTHER BUILDINGS ERECTED OR TO BE ERECTED THEREON, (SECOND) THE PARTS, PRIVILEGES AND PERTINENTS THEREOF, (THIRD) THE HERITABLE FITTINGS AND FIXTURES THEREIN AND THEREON AND (FOURTH) OUR WHOLE RIGHT, TITLE AND INTEREST THEREIN AND THERETO

- ALL AND WHOLE THAT AREA OF LAND IN THE PARISH AND COUNTY OF INVERNESS EXTENDING TO NINE HUNDRED AND EIGHTY THREE DECIMAL OR ONE THOUSANDTH PARTS OF AN HECTARE OR THEREBY LYING ON OR TOWARDS THE SOUTH EAST OF MURRAY ROAD, CULLODEN, INVERNESS ALONG WHICH IT EXTENDS ONE HUNDRED AND TWENTY SIX METRES OR THEREBY BEING THE SUBJECTS DESCRIBED IN, DISPOSED BY AND DELINEATED IN RED ON THE PLAN ANNEXED AND SIGNED AS RELATIVE TO FEU DISPOSITION BY HUGH MACRAE & COMPANY (BUILDERS) LIMITED IN FAVOUR OF GRAMPIAN CARE LIMITED DATED TWENTY EIGHTH JUNE AND RECORDED IN THE DIVISION OF THE GENERAL REGISTER OF SASINES FOR THE COUNTY OF INVERNESS ON TENTH JULY BOTH NINETEEN HUNDRED AND NINETY FIVE; TOGETHER WITH THE BUILDINGS KNOWN AS AND FORMING CULLODEN COURT CARE HOME (OTHERWISE CULLODEN NURSING HOME) MURRAY ROAD, CULLODEN, INVERNESS, ERECTED THEREON, THE HERITABLE FITTINGS AND FIXTURES THEREIN AND THEREON, THE

PARTS, PRIVILEGES AND PERTINENTS THEREOF AND OUR WHOLE
RIGHT TITLE AND INTEREST THEREIN AND THERETO

- ALL AND WHOLE THE SUBJECTS KNOWN AS ANNFIELD NURSING HOME,
ANNFIELD PLACE, STIRLING REGISTERED IN THE LAND REGISTER OF
SCOTLAND UNDER TITLE NUMBER STG9911

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

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

To the Registrar of Companies
(Address overleaf)

Company number

5555758

* Insert full name
of company

Name of company

* TBG CARECO CH 2 LIMITED PROPCO LIMITED (FORMERLY GARDENNEW LIMITED)

1 DLA PIPER RUDNICK GRAY CARY SCOTLAND LLP

of 249 WEST GEORGE STREET, GLASGOW, G2 4RB

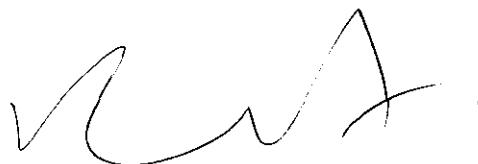
§ Give date and
parties to charge

certify that the charges **THAT THE CHARGE BEING A STANDARD SECURITY GRANTED
IN FAVOUR OF BARCLAYS BANK PLC AS SECURITY AGENT DATED 14 OCTOBER 2005**

† delete as
appropriate

of which a true copy is annexed to this form was presented for registration on 2 NOVEMBER 2005
in [Scotland] ~~[Northern Ireland]~~

Signed



Date 04.11.05

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

DLA Piper Rudnick Gray Cary
249 West George Street
GLASGOW
G2 4RB
DX: 561481 GLASGOW
LAM/310850/6

For official Use
Mortgage Section

1 Post room

Notes

The address for the Registrar of Companies is:-

Companies House
Crown Way
Cardiff
CF14 3UZ

**DLA PIPER RUDNICK
GRAY CARY**

DLA Piper Rudnick Gray Cary
Scotland LLP
249 West George Street
Glasgow
G2 4RB
DX 561481 Glasgow 16
T +44 (0)141 305 5385
F +44 (0)141 305 5382
W www.dlapiper.com

Fax

To	Mark Ashford
Of	Companies House, Mortgages Section
Fax number	02920 380 827
Subject	Barclays Bank plc TBG CareCo CH2 PropCo Limited (Company No 5555758)
From	Laura Millar
Pages	1
Hard copy	No
Our reference	LAM/KP/310850/6/8029793.1
Your reference	
Date	10 November 2005

If you do not receive all the pages, please telephone immediately.
This message is confidential. It may not be disclosed to, or used by, anyone other than the addressee.
If you receive this message in error, please advise the sender immediately.

Message

Further to your conversation with our Laura Millar earlier today, we can confirm that the Form M395 submitted in connection with the Standard Security granted by the above named company in favour of Barclays Bank plc contains a typographical error. Within the definition of "amount secured" the obligations and liabilities are due by "each Obligor to all or any of the Secured Parties". We would be obliged if you would kindly proceed with registration on that basis.

Should you have any further queries in relation to this matter, please do not hesitate to contact our Laura Millar on 0141 305 3585.

Yours faithfully

DLA PIPER RUDNICK GRAY CARY SCOTLAND LLP

laura.millar@dlapiper.com

Regulated by the Law Society of
Scotland.

A limited liability partnership registered in
Scotland (number 300365) and part of
DLA Piper Rudnick Gray Cary, a global
organisation.

A list of members is open for inspection
at its registered office and principal place
of business, Rutland Square, Edinburgh,
EH1 2AA and at the address at the top of
the letter. Partner denotes member of a
limited liability partnership.

UK switchboard
+44 (0)800 111 111



FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05555758

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON THE 2ND NOVEMBER 2005 AND DATED THE 14th OCTOBER 2005 AND CREATED BY TBG CARECO CH2 PROPCO LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM EACH OBLIGOR TO ALL OR ANY OF THE SECURED PARTIES 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 10th NOVEMBER 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th NOVEMBER 2005.

f. o.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES