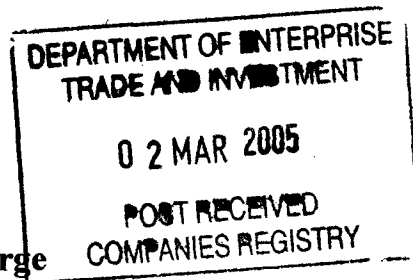




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COMPANIES FORM No. 402

Particulars of a mortgage or charge

CR53

402

Pursuant to Article 402(1) of the Companies (Northern Ireland) Order 1986

Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

Company Number

NI 26058

Name of company

* insert full name of
company* **SPA NURSING HOMES LIMITED**

Date of creation of the charge

28TH DAY OF FEBRUARY 2005

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

INDENTURE OF MORTGAGE

Amount secured by the mortgage or charge

ALL MONIES

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

**BANK OF IRELAND, LOWER BAGGOTT STREET IN THE CITY OF DUBLIN HAVING
ITS PRINCIPAL PLACE OF BUSINESS IN NORTHERN IRELAND, 54 DONEGALL PLACE
BELFAST**

THE GOVERNOR AND
COMPANY OFPresentor's name, address and
Reference (if any):For official use
Public Office

Mortgage Section



Short particulars of all the property mortgaged or charged

All that and those the lands and premises situate and known as 136/140 Cregagh Road, Belfast more particularly being the lands and premises comprised in Indenture of Lease dated 9th day of August 1938 between Jane Lawson Graham and Ella Young Graham of the one part and Noble David Hood of the other part and therein referred to "ALL THAT triangular piece or parcel of ground abutting on the east side of Cregagh Road, Belfast in the townland of Ballymaconaghy Parish of Knockbreda Barony of upper Castlereagh and County of the city of County Borough of Belfast containing in front to said Cregagh Road (including the curve at the south west corner) two hundred feet from front to rear on the north side one hundred and ninety three feet nine inches and on the south east side two hundred and five feet or thereabouts be all or any of said admeasurements more or less and BOUNDED on the west or front by the said Cregagh Road on the north by a new road being a continuation of Onslow Parade and on the south east by a proposed new arterial road being constructed by the Belfast Corporation which premises hereby demised are more particularly delineated and described as to shape the measurements and abutments in and by the map or ground plan thereof hereon endorsed and thereon surrounded by a red line". to hold same for the term of nine hundred years from 18th day of July 1935 subject to the covenants therein contained and subject to the ground rent of £30 per annum.

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

1.3.05.

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

* 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 (Article 402). 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 (Article 405). 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 (Article 405), 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 Article 405(4) applies (property situate in Great Britain) and Form No.405 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 Box 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 are insufficient the particulars must be entered on the prescribed continuation sheet.



NI026058

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE

Pursuant to Article 409(3) of the
Companies (Northern Ireland) Order 1986

I HEREBY CERTIFY that a Mortgage or Charge dated the
TWENTY-EIGHTH day of FEBRUARY two-thousand and FIVE and created by

SPA NURSING HOMES LIMITED

for securing all moneys now due, or hereafter to become due,
or from time to time accruing due from the Company to

THE GOVERNOR AND COMPANY OF THE BANK OF IRELAND

on any account whatsoever, was this day REGISTERED pursuant to
Part XIII of the Companies (Northern Ireland) Order 1986.

Given under my hand at Belfast, this SECOND day of MARCH two-thousand
and FIVE

A handwritten signature in black ink, appearing to read 'R. Dickman'.

for the Registrar of
Companies for Northern Ireland