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COMPANIES FORM No. 395

219070/143

Particulars of a mortgage or charge

395

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

CHFP025

Please do not write in this margin

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

*insert full name of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

[1 1 4]

6244860

Name of company

* Priory Healthcare Limited (the **Chargor**).

Date of creation of the charge

19 June 2009.

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

A supplemental security agreement dated 19 June 2009 between, amongst others, the Chargor and the Security Agent (as defined below) (the **Deed**).

Amount secured by the mortgage or charge

All present and future obligations and liabilities (whether actual or contingent and whether owed jointly or severally or in any capacity whatsoever) of each Obligor (as defined below) to any Finance Party (as defined below) under each Finance Document to which an Obligor is a party (the **Secured Liabilities**).

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

The Royal Bank of Scotland plc, 280 Bishopsgate, London as agent and trustee for the Finance Parties (the **Security Agent**).
Postcode EC2M 4RB

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

Allen & Overy LLP
One Bishops Square
London
E1 6AD

FPOC/KKTH 11398-03404 BK:11673239

Time critical reference

For official Use (06/2005)

Mortgage Section

Post room

FRIDAY



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A237DB1B

26/06/2009

173

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

Please see attached continuation sheets.

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)

Nil.

A fee is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Signed Allen & Overy LLP

Date 24 June 2009

On behalf of ~~XXXXXXXXXXXXXXXXXX~~ (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 (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



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY NO. 6244860
CHARGE NO. 4

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SUPPLEMENTAL SECURITY
AGREEMENT DATED 19 JUNE 2009 AND CREATED BY PRIORY
HEALTHCARE LIMITED FOR SECURING ALL MONIES DUE OR
TO BECOME DUE FROM EACH OBLIGOR TO ANY FINANCE
PARTY 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 26
JUNE 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29 JUNE 2009



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