

Particulars of a mortgage or charge

395

Please do not
write in
this margin

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)

For official use

Company number

7 2

1505382

Name of company

*
insert full name
of company

*PRIORY HOSPITALS LIMITED (the "Company")

Date of creation of the charge

15th February 2000

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

Standard Security

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 other capacity whatsoever) of each Obligor to the Lenders under each or any of the Senior Finance Documents and the Mezzanine Finance Documents (including any and each other agreement or instrument supplementing or amending any such documents) together with all costs, charges and expenses incurred by any Lender in connection with the protection, preservation or enforcement of its respective rights under the Senior Finance Documents or the Mezzanine Finance Documents (as the case may be) or any other document evidencing or securing any such liabilities PROVIDED THAT no obligation or liability shall be secured by the Standard Security to the extent that, if it were so secured, the Standard Security (or any part thereof), would constitute unlawful financial assistance within the meaning of Sections 155 and 152 of the Companies Act 1985.

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

National Westminster Bank Plc, 41 Lothbury, London as security agent ("Security Agent")

Postcode

EC2P 2BP

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

Dundas & Wilson CS
Saltire Court
20 Castle Terrace
Edinburgh EH1 2EN
Ref: KVZ/CPD/MPS/NAT010.0861

For official Use

Mortgage Section

Post room



A23
COMPANIES HOUSE

0635
04/03/00

Time critical reference

Short particulars of all the property mortgaged or charged

1. The leasehold subjects known as 38 Mansionhouse Road, Langside, Glasgow registered in the Land Register of Scotland under title number: GLA 124773.
2. The feuhold subjects known as 40 Mansionhouse Road, Langside, Glasgow registered in the Land Register of Scotland under title number: GLA 108784.

Under the terms of the Debenture which are incorporated in and deemed to form part of the Standard Security, the Company undertakes to each Lender that, save as expressly permitted under the terms of the Debenture, the Senior Facility Agreement and the Mezzanine Facility Agreement it will not:

- (a) create or permit to subsist any Encumbrance over all or any of its assets, rights or property other than pursuant to the Debenture or any other Security Document; or
- (b) part with, lease, sell, transfer, assign or otherwise dispose of or agree to part with, lease, sell, transfer, assign or otherwise dispose of all or any part of its assets, rights or property or any interest therein.

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

Nil

Signed



Date 2/3/2000

On behalf of ~~company~~ [chargee]*

* delete as appropriate

The address of the Registrar of Companies is: -

Companies House, Crown Way, Cardiff CF4 3UZ

PAPER APART

The following terms used in the foregoing Companies Form 395 shall have the same meaning set out below:

"Ancillary Bank" means any Bank which becomes an Ancillary Bank pursuant to the terms of the Senior Facility Agreement;

"Arrangers" means Barclays Capital and Greenwich NatWest Limited as arrangers of the facilities to be provided under the Senior Facility Agreement and Barclays Capital as arranger of the facilities provided under the Mezzanine Facility Agreement;

"Banks" means Barclays Bank Plc, NatWest Acquisition Finance and National Westminster Bank Plc and any bank to which rights and/or obligations are assigned or transferred in accordance with the Senior Facility Agreement or which assumes rights and obligations pursuant to a Substitution Certificate (as defined in the Senior Facility Agreement);

"Debenture" means the debenture dated 31st January 2000 made between, amongst others, the Company in favour of the Security Agent as amended by a supplemental deed dated 10th February 2000 between the same parties thereto;

"Deed of Accession" means a deed substantially in the form of Schedule 7 of the Debenture executed, or to be executed, by a company in the capacity of the chargor thereunder;

"Documentary Credit Bank" means any Bank which becomes a Documentary Credit Bank pursuant to the terms of the Senior Facility Agreement;

"Encumbrance" means any standard security assignation, in security, bond and floating charge, mortgage, pledge, lien, charge, assignment for the purpose of providing security, hypothecation, right in security, security interest or trust arrangement for the purpose of providing security, and any other security agreement or other arrangement having the effect of providing security (including without limitation, the deposit of monies or property with a person with the primary intention of affording such person a right of set-off or lien);

"Hedging Bank" means each bank and financial institution named in Schedule 4 (if any) to the Priority Agreement and any other bank or financial institution which becomes party thereto as a Hedging Bank under Clause 5.1 (Accession of Hedging Banks) thereof, in each case in its capacity as provider of interest rate or currency exchange rate hedging facilities to one or more of the Obligors and includes any person to whom any hedging liabilities may be payable or owing (whether or not matured) from time to time;

"Lenders" means each of the Senior Agent, the Security Agent, the Arrangers, the Banks, each Ancillary Bank, the Documentary Credit Bank and the Hedging Banks parties to or having an interest under the Senior Finance Documents from time to time of the Security Agent, the Arranger, the Mezzanine Agent and the Mezzanine Lenders parties to or having an interest under the Mezzanine Finance Documents from time to time (together the **"Lenders"**);

"Mezzanine Agent" means Barclays Bank Plc as facility agent for the Mezzanine Lenders under the Mezzanine Facility Agreement and any of its permitted successors or assignors;



"Mezzanine Facility Agreement" means the Mezzanine Facility Agreement dated 24th December 1999 between Westminster Specialist Health Limited as Borrower and together with others as Guarantor, Barclays Bank Plc as Facility Agent and National Westminster Bank Plc as Security Agent, as supplemented and amended from time to time;

"Mezzanine Finance Documents" has the meaning given to that term in the Mezzanine Facility Agreement;

"Mezzanine Lenders" means each of the Mezzanine Agent, the Security Agent, Barclays Capital as the Arranger and each of the banks and financial institutions party to the Mezzanine Facility Agreement as Lenders from time to time;

"Obligor" means each Obligor under as defined in the Senior Facility Agreement and each Obligor under and as defined in the Mezzanine Facility Agreement;

"Priority Agreement" means the Priority Agreement dated 31st January 2000 made between, amongst others, the Company, the Lenders and others providing for the ranking and relative priorities of certain obligations of, amongst others, the Obligors;

"Security Documents" means the Debenture, each Deed of Accession and every other document entered into by any Chargor pursuant to the Debenture and/or Clause 20.4 (Security) of the Senior Facility Agreement and/or 18.3 (Security) of the Mezzanine Facility Agreement;

"Senior Agent" means National Westminster Bank Plc in its capacity as facility agent under the Senior Facility Agreement and its permitted successors and assignors;

"Senior Facility Agreement" means the Senior Facility Agreement dated 24th December 1999 between, amongst others, Westminster Specialist Health Limited and others as Borrowers and Guarantors, Barclays Bank Plc as Facility Agent and National Westminster Bank Plc as Security Agent, as supplemented and amended from time to time; and

"Senior Finance Documents" has the meaning given to that term in the Senior Facility Agreement.



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COMPANIES FORM No. 398

398

Certificate of registration in Scotland or Northern Ireland of a charge comprising property situate there

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

Company number

1505382

Name of company

* PRIORY HOSPITALS LIMITED (the "Company")

*
insert full name
of company

We, Dundas & Wilson CS

of Saltire Court,
20 Castle Terrace,
Edinburgh EH1 2EN

†
Give date and
parties to charge

certify that the charge † Standard Security provided by the Company in favour of National
Westminster Bank Plc dated 31st January 2000

of which a true copy is annexed to this form was presented for registration on 15/02 ~~15~~ 2000

‡
Delete as
appropriate

in [Scotland] [~~Northern Ireland~~] ‡

Signed

Date: 13/2000.

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

Dundas & Wilson CS
Saltire Court
20 Castle Terrace
Edinburgh EH1 2EN
Ref: KVZ/CPD/MPS/NAT010.0861

For official Use

Mortgage Section

Post room

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01505382

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A STANDARD SECURITY WHICH WAS PRESENTED FOR REGISTRATION IN SCOTLAND ON 25 FEBRUARY 2000 AND DATED THE 31st JANUARY 2000 AND CREATED BY PRIORY HOSPITALS LIMITED FOR SECURING IN FAVOUR OF NATIONAL WESTMINSTER BANK PLC AS AGENT AND TRUSTEE FOR ITSELF AND EACH OF THE LENDERS ALL PRESENT AND FUTURE OBLIGATIONS AND LIABILITIES OF EACH OBLIGOR TO THE LENDERS UNDER EACH OR ANY OF THE SENIOR FINANCE DOCUMENTS AND THE MEZZANINE FINANCE DOCUMENTS AND ANY OTHER AGREEMENT OR INSTRUMENT SUPPLEMENTING OR AMENDING ANY SUCH DOCUMENTS WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 4th MARCH 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th MARCH 2000.

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



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES