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COMPANIES FORM No. 395

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

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

For official use

Company number

[9][1][1][1]

02808390

Name of company

* The Hospital of St. John and St. Elizabeth, a company limited by guarantee, registered office at Hospital of St John and St Elizabeth, 6 Grove End Road, London NW8 9NH (the "Chargor")

Date of creation of the charge

15 December 2006

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

Mortgage Deed between the Chargor and the Chargee on the Life Policy (the "Mortgage")

Amount secured by the mortgage or charge

The whole and every part of the Debt.

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

HSBC Bank plc, whose address for service for entry on the register is Securities Processing Centre, PO Box 3924, 79 Hoyle Street, Sheffield (the "Chargee")

Postcode S1 9BD

Presentor's name address and reference (if any):
CMS Cameron McKenna LLP
Mitre House
160 Aldersgate Street
London
EC1A 4DD

For official Use (06/2005)

Mortgage Section

Post room



Time critical reference

Please do not write in this margin

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

*insert full name of Company

Please return via
CH London Counter

As a continuing security for the payment and discharge of the whole and each and every part of the Debt, the Chargor, with full title guarantee, hereby assigns and charges the Life Policy together with the Chargor's beneficial interest in it absolutely to the Chargee. (See Addendum 4/4)

Please do not write in this margin

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

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95

Particulars as to commission allowance or discount (note 3)

N/A

Signed

CMS Cameron McKenna

Date

15 December 2006

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

Name of company

*insert full name
of Company

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Addendum 1/4

1. Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

"Life Policy" means the life policy of Mr Christopher Nigel Board dated 1 May 2006 issued by Norwich Union with the policy number 6469935EX with the sum assured (exclusive of any bonus) of £2,000,000 and other policy(ies) required to be effected by the Mortgage together with the rights and benefits accrued or accruing under these policies

Addendum 2/4

2. Amount due or owing on the mortgage or charge (continued)

Addendum 3/4

3. Names, addresses and description of the mortgages or persons entitled to the charge (continued)

Addendum 4/4

4. Short particulars of all the property mortgaged or charged (continued)

"Debt" means all money and liabilities whatever, whenever and however incurred whether now or in the future due, or becoming due, from the Chargor to the Chargee. This includes, but is not limited to:

- (a) overdrafts, personal and other loans or facilities and further advances of money;
- (b) guarantees and indemnities to the Chargee and any of the Chargor's other contingent liabilities;
- (c) discount, commission and other lawful charges and expenses;
- (d) interest in accordance with any agreement between the Chargor and the Chargee and, if there is no agreement, interest on any money and liabilities due from the Chargor to an annual rate of 3% above the Chargee's base rate from time to time computed and compounded monthly and/or according to the Chargee's then current practice. Interest as above applies before and after any demand or judgement;
- (e) money agreed to be paid by the Chargor on a full indemnity basis for all fees, expenses, liabilities and legal and other costs incurred or charged by the Chargee in or incidental to:
 - (i) the preparation, completion, administration, protection and enforcement including the costs of any proceedings) of the Mortgage; and
 - (ii) the exercise by the Chargee of its rights and powers under the Mortgage.
- (f) any money incurred under (e) whether demanded or not will be debited to an account in the Chargor's name with the Chargee and, once debited, will carry interest at a annual rate of 3% above the Chargee's base rate from time to time computed and compounded monthly and/or according to the Chargee's then current practice and shall be payable on demand.

Safeguarding the Chargee's Security

- 1. (a) Chargor must not, without the Chargee's written consent:
 - (i) in any way, either create, or dispose of, (or agree to) any legal estate or legal or equitable interest in the Policy;

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- (ii) negotiate, settle or waive any claim for loss, damage or other compensation affecting the Policy.
- (b) Chargor must do everything in their power to prevent any person from becoming entitled to claim any interest in the Policy.
- (c) Chargor must do everything necessary to help the Chargee to:
 - (i) confirm or protect its interest in the Policy; and
 - (ii) exercise any of its rights under this Mortgage.

This includes immediately signing and delivering documents or doing anything else the Chargee reasonably requires, whether or not this Mortgage has become enforceable.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02808390

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE OF LIFE POLICY DATED THE 15th DECEMBER 2006 AND CREATED BY THE HOSPITAL OF ST JOHN AND ST ELIZABETH FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO HSBC BANK 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 18th DECEMBER 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29th DECEMBER 2006.

A handwritten signature in ink, appearing to be 'R. G.' or similar, located in the lower left quadrant of the page.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES