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CHFP025

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legibly, preferably
in black type, or
bold block lettering

* insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £10 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

1113

3649269

Name of company

* Investors in Health (Chichester No.5) Limited (the "Company")

Date of creation of the charge

7 December 1999 (the "Creation Date")

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

Legal Charge (the "Legal Charge")

Amount secured by the mortgage or charge

All the Company's obligations and liabilities to the Bank of any kind and in any currency (whether present or future, actual or contingent and whether as principal or surety or incurred alone or jointly with another) under or in connection with the Loan Agreement, the Security Documents (as defined in the Loan Agreement) and any Hedging Documents (as defined in the Loan Agreement) including (without limitation) interest, fees, banking charges, commission and expenses (the "Company's Liabilities").

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

Robert Fleming & Co. Limited (the "Bank") of 25 Copthall Avenue, London

Postcode EC2R 7DR

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

Stephenson Harwood
One, St Paul's Churchyard
London
EC4M 8SH
2075214

Ref: A955/537/37-02552

Time critical reference

For official Use
Mortgage Section

Post room



1 By way of legal mortgage, all the legal interests and otherwise by way of specific equitable charge, the property which comprises all that land and buildings situate at Midhurst and Easebourne Cottage Hospital, Rotherfield House, Midhurst comprising the land and buildings within Title No. WSX190629 (shown for the purposes of identification only edged red on the Plan annexed to the Legal Charge) together with all additions and improvements thereto as the same is comprised in a headlease dated 5 November 1999 and made between Sussex Weald and Downs National Health Service Trust (1) and the Company(2) (the "Property").

2 By way of assignment, the benefit of all covenants and rights relating to the Property subject to re-assignment on redemption.

3 By way of assignment, the plant, machinery, motor vehicles, equipment and fixtures and fittings at the Property belonging to the Company on the Creation Date and in the future subject to re-assignment on redemption (the "Charged Assets").

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

Cut + Paste

Particulars as to commission allowance or discount (note 3)

Signed Shepherson Harwood

Date 8/12/99

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

A fee of £10 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 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF4 3UZ

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Particulars of a mortgage or charge (continued)

Continuation sheet No 1
to Form No 395 and 410 (Scot)

CHFP025

Please complete
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Company Number

3649269

Name of Company

Investors in Health (Chichester No.5) Limited (the "Company")

Limited*

* delete if
inappropriate

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

**Please complete
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in black type, or
bold block lettering**

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

Please complete
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bold block lettering

Notes:

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1 The Legal Charge contains covenants by the Company that it will not, without the previous written consent of the Bank or save as permitted and/or not prohibited by the Loan Agreement:-

1.1 create or permit to arise or continue any Encumbrance (as defined below), right of set-off, counterclaim, equity or other third party right whatsoever affecting the Property or the Charged Assets nor increase or extend any liability of the Company secured on any of the Property or the Charged Assets;

1.2 dispose of the Property or the Charged Assets;

1.3 grant or accept a surrender of any lease or licence of, or part with or share possession or occupation of, the Property or the Charged Assets or any part of them nor vary any lease or licence or reduce any sum payable under them nor enter into any onerous or restrictive obligations affecting the Property or the Charged Assets or any part of them;

1.4 make any material alteration to the Property.

2 The Legal Charge gives the Bank the power to appoint a receiver.

3 "Encumbrance" includes any mortgage, charge (fixed or floating), pledge, hypothecation or lien and any other arrangement or interest (whether by way of assignment, trust, title retention or otherwise) which has the effect of creating security or payment priority.

4 "Expenses" means all expenses (on a full indemnity basis), including (without limitation) legal fees, from time to time paid or incurred by the Bank or any receiver at any time in connection with the Company's Liabilities or in preserving, defending or enforcing this deed (or any security created by it) or in exercising any right or power under this deed or otherwise.

5 "Interest" means interest at the rate or rates specified in the Loan Agreement.

6 "Loan Agreement" means the loan agreement dated 24 June 1999 and made between the Bank and the Company.

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03649269

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 7th DECEMBER 1999 AND CREATED BY INVESTORS IN HEALTH (CHICHESTER NO.5) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ROBERT FLEMING & CO LIMITED, (INCURRED ALONE OR JOINTLY WITH ANOTHER) UNDER OR IN CONNECTION WITH THE LOAN AGREEMENT, THE SECURITY DOCUMENTS (AS DEFINED IN THE LOAN AGREEMENT). WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 9th DECEMBER 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th DECEMBER 1999.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



COMPANIES HOUSE

Th
4c

HC026B