

Company Number

3982134

Company name in full

PRIORY SECURITISATION LIMITED

Shares allotted (including bonus shares):

Date or period during which
shares were allotted
(if shares were allotted on one date
enter that date in the "from" box.)

From
Day Month Year

2 3 1 2 2 0 0 2

To
Day Month Year

Class of shares
(ordinary or preference etc.)

ORDINARY

Number allotted

1

Nominal value of each share

£1.00

Amount (if any) paid or due on each
share (including any share premium)

£1.00

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be
treated as paid up

100%

Consideration for which
the shares were allotted

(This information must be supported by
the duly stamped contract or by the duly
stamped particulars on Form 88(3) if the
contract is not in writing)

The issue of shares in a subsidiary company

pursuant to an agreement dated

23 December 2002

When you have completed and signed the form send it to
the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB DX 235
for companies registered in Scotland Edinburgh



Names and addresses of the allottees *(List joint share allotments consecutively)*

Shareholder details	Shares and share class allotted	
Name <u>Priory Healthcare Acquisition Co Limited</u> Address <u>Priory House, Randalls Way, Leatherhead, Surrey</u> UK Postcode <u>K T 2 2 7 T P</u>	Class of shares allotted <u>ORDINARY</u>	Number allotted <u>1</u>
Name Address UK Postcode <u> </u>	Class of shares allotted 	Number allotted
Name Address UK Postcode <u> </u>	Class of shares allotted 	Number allotted
Name Address UK Postcode <u> </u>	Class of shares allotted 	Number allotted
Name Address UK Postcode <u> </u>	Class of shares allotted 	Number allotted

Please enter the number of continuation sheet(s) (if any) attached to this form

Signed

[Signature]

Date

23 December 2002

A director / secretary / administrator / administrative manager / receiver manager / receiver

Please delete as appropriate

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Skadden, Arps, Slate, Meagher & Flom LLP

One Canada Square, Canary Wharf, London, E14 5DS, ,

Ref: SNB

Tel 020 7519 7000

DX number

DX exchange