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Please complete
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 £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

2111

4668140

Name of company

* DERBY HEALTHCARE PLC registered in England and Wales

Date of creation of the charge

12 May 2009

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

4 MORTGAGE DEED dated 12 May 2009 between Derby Healthcare plc (the "Issuer/Company")
and BNP Paribas Trust Corporation UK Limited (the "Security Trustee").

Amount secured by the mortgage or charge

4 The fixed security described in clause 2 of the Mortgage Deed was charged with full title guarantee
in favour of the Security Trustee with the payment and discharge of the Secured Obligations (as
defined in Addendum 4/4), by way of legal mortgage all the Issuer's right, title and interest from
time to time in the Mortgaged Property (as defined in Addendum 4/4)

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

BNP Paribas Trust Corporation UK Limited
55, Moorgate, London

Postcode EC2R 6PA

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

Ashurst LLP
Broadwalk House
5 Appold Street
London
EC2A 2HA

For official Use (02/06)
Mortgage Section

NON
PART
SIC

Time critical reference



PMO 21/5/09 306
COMPANIES HOUSE
AD9MUAFV
A19 04/06/2009 54
COMPANIES HOUSE
AJL4UA1N
A24 21/05/2009 192
COMPANIES HOUSE

1. FIXED SECURITY

The Issuer hereby charges with full title guarantee in favour of the Security Trustee with the payment and discharge of the Secured Obligations, by way of legal mortgage all the Issuer's right, title and interest from time to time in the Mortgaged Property.

2. REQUEST TO HM CHIEF LAND REGISTRAR

The Company hereby applies to HM Chief Land Registrar to enter the following restriction in the Proprietorship register of any property which is, or is required to be, registered forming part of the Mortgaged Property:

"No transfer, disposition, dealing, charge or mortgage by the proprietor of the registered estate, or by the proprietor of any registered charge, not being a charge registered before the entry of this restriction, is to be registered without a written consent signed by the proprietor for the time being of the charge dated 12 May 2009 in favour of the chargee referred to in the charges register that the provisions of clause 8.2 of the Debenture dated 9 September 2003 have been complied with."

Continued on Addendum 4/4

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legibly, preferably
in black type, or
bold block
lettering**

Particulars as to commission allowance or discount (note 3)

Signed

Ashurst LLP

Date 20 May 2009

On behalf of ~~[company]~~ [mortgagee/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

* DERBY HEALTHCARE PLC registered in England and Wales

Addendum 1/4

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

Addendum 2/4

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

Addendum 3/4

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

Addendum 4/4

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

In this Form the following terms shall have the following meanings:

"Secured Obligations" means all present or future, actual or contingent, obligations of the Issuer (whether entered into solely or jointly with one or more persons and whether as principal or as surety) to any of the beneficiaries under the senior finance documents.

"Mortgaged Property" means:

(a) the property known as the Retail Area, Derby General Hospital, Uttoxeter Road, Derby, to be registered out of title number DY249315 more particularly described in the lease to be made between Derby Hospitals NHS Foundations Trust and the Issuer; and

(b) any buildings, fixtures, fittings, fixed plant or machinery from time to time situated on or forming part of such property,

and includes all Related Rights.

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"Related Rights" means, in relation to any asset:

(a) the proceeds of sale of any part of that asset;

(b) all rights under any licence, agreement for sale or agreement for lease in respect of that asset;

(c) all rights, benefits, claims, contracts, warranties, remedies, security, indemnities or covenants for title in respect of that asset; and

(d) any moneys and proceeds paid or payable in respect of that asset.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 4668140
CHARGE NO. 2**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A MORTGAGE DATED 12 MAY 2009
AND CREATED BY DERBY HEALTHCARE PLC FOR SECURING
ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY
TO BNP PARIBAS TRUST CORPORATION UK LIMITED ON ANY
ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO
CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 21
MAY 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6 JUNE 2009

PO
Jel



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES