

M

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

407418/13

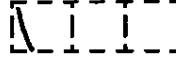
A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



06409147

Name of company

* Spire Property 24 Limited

Date of creation of the charge

13 June 2008

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

Agreement containing Assignment of Rents

Amount secured by the mortgage or charge

the Indebtedness as defined in a Debenture between Rozier Acquisitions Limited (a company incorporated in England and Wales with registered number 6271839) and The Royal Bank of Scotland plc as security agent and trustee for itself and the other Secured Parties (as defined in the Debenture) dated 31 August 2007 (the Debenture") being:

all money or liabilities due, owing or incurred to any Secured Party by any Charging Company at present or in the future, in any manner whether actual or contingent, whether incurred solely or jointly with any other person and whether as principal or surety, together with all interest accruing thereon and including all liabilities in connection with any notes, bills or other instruments accepted by any Secured Party for or at the request of a Charging Company and all losses incurred by any Secured Party in connection therewith in each case arising pursuant to the Senior Finance Documents except for any money or liability which if it were so included would cause the infringement of Section 151 of the Companies Act 1985. For the purpose of the foregoing: See paper apart

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

The Royal Bank of Scotland plc
135 Bishopsgate
London - As security agent and trustee

Postcode

Presentor's name address and reference (if any)

McGrigors LLP
PACIFIC HOUSE
70 WELLINGTON STREET
GLASGOW
G2 6SB

Time critical reference

SMM/TNF/00005R.002687

For official Use (06/2005)

Mortgage Section

Post room

SATURDAY



A15

ANYB30R0

21/06/2008

455

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

The Company's whole right, title and interest in and its right to receive the Rental Income which is or may hereafter become payable to the Company

"Rental Income" means the rent and all other monies due and to become due in terms of the Leases, such rent and other monies to include for the avoidance of doubt and without prejudice to the foregoing generality, arrears of rent (if any) existing as at the date hereof, increased rent as may be payable following a review of rent, all interest as may be payable from time to time or such rent under the Leases

"Leases" means the Lease between Spire Property Trustee Limited and Spire Healthcare Limited (formerly BUPA Hospitals Limited) incorporating a guarantee by Spire Healthcare Group Limited dated 21 December 2007 and currently undergoing registration in the Land Register of Scotland under Title Number MID113478 as varied by a Variation of Lease between said parties currently undergoing registration under said Title Number together with any further leases, sub-leases, licences or rights to occupy granted by the Company of the Property or any part thereof as such may be amended, varied or supplemented or the tenants interest thereunder assigned from time to time

"Property" means ALL and WHOLE the subjects known as and forming the Spire Murrayfield Hospital, 118 Corstorphine Road, Edinburgh being the subjects registered under Title Number MID112166 in the Land Register of Scotland

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

None

Signed Alan Cook for McGingors LLP Date 20/6/08

On behalf of ~~XXXXXX~~ [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**

CHFP025

**Particulars of a mortgage or charge
(continued)**

Please do not
write in this
binding margin

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

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

Company Number

06409147

Name of Company

Spire Property 24

Limited*

* delete if
inappropriate

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

For the purpose of the foregoing -

Charging Company means Rozier Acquisitions Limited (Company Number 6271839) and each company which grants security over its assets in favour of the Security Agent by executing a Security Accession Deed

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

Group means the Parent and each of its Subsidiaries for the time being.

Parent means Rozier UK Debtco Limited (Company Number 06342684)

Security Accession Deed means a deed executed by a company in substantially the form set out in Schedule 7 to the Debenture.

Security Agent means The Royal Bank of Scotland plc as security trustee for itself and the other Secured Parties

Secured Party means the Secured Parties as defined in the Senior Facilities Agreement

Senior Facilities Agreement means the senior facilities agreement dated on or about the date of the Debenture under which certain lenders have made available £1,315,000,000 of facilities to the Group

Subsidiary means

a) a subsidiary within Section 736 of the Companies Act 1985,

(b) an entity of which a person has direct or indirect control or owns directly or indirectly more than 5% of the voting capital or similar right of ownership and control for this purpose means the power to direct the management and the policies of the entity whether through the ownership of voting capital, by contract or otherwise, or

(c) an entity treated as a subsidiary in the financial statements of any person pursuant to the Accounting Principles

Accounting Principles means IFRS

Please do not
write in this
binding margin

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

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

Please do not
write in this
binding margin

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



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 6409147
CHARGE NO. 1**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT AN AGREEMENT CONTAINING
ASSIGNATION OF RENTS DATED 13 JUNE 2008 AND CREATED
BY SPIRE PROPERTY 24 LIMITED FOR SECURING ALL MONIES
DUE OR TO BECOME DUE FROM ANY CHARGING COMPANY
TO THE SECURED PARTIES 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 21 JUNE 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 25 JUNE 2008



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES