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Please do not
write in
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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

13

6480371

Name of company

* GHG 2008 4A Propco Limited (the "Company")

Date of creation of the charge

14 August 2008

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

An account charge dated 14 August 2008 (the "Charge") granted by the
Company in favour of Bank of Scotland plc (acting through its Treasury
Division) as hedge counterparty under the Rent Counterparty Documents (the
"Rent Counterparty")

Amount secured by the mortgage or charge

All present and future obligations and liabilities (whether actual or
contingent, whether owed jointly, severally or in any other capacity
whatsoever and whether incurred by a Chargor or by some other person) of
the Chargors to the Rent Counterparty under the Rent Counterparty Documents
(the "Secured Obligations")

Please refer to Schedule 1 (Definitions), which sets out a list of defined
terms

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

Bank of Scotland plc, 33 Old Broad Street, London

Postcode EC2N 1HZ

Presentor's name address and
reference (if any)

Clifford Chance LLP
10 Upper Bank Street
London
E14 5JJ

Via London Counter

Time critical reference

70-40344152/907037

For official Use (06/2005)

Mortgage Section

Post room

TUESDAY



LD3

LIS312L3

26/08/2008

COMPANIES HOUSE

4

Short particulars of all the property mortgaged or charged

The Company has charged all its rights, title and interest from time to time in and to the Accounts and Deposits with full title guarantee and by way of fixed charge in favour of the Rent Counterparty for the payment and discharge of the Secured Obligations.

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

N/A

Signed

Clifford Chance LLP

Date 26 August 2008

On behalf of ~~XXXXXXXXXXXXXXXXXX~~ (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

SCHEDULE 1

DEFINITIONS

"Account" means each of the Excess Rent Account and the Upstream Proceeds Account

"Account Holder" means GHG 2008 BA Limited (registered in England and Wales with registered number 6480570)

"Borrower" has the meaning given to it in the Facility Agreement

"Chargors" means the companies listed in Schedule 2

"Deposit" means each credit balance from time to time on an Account and all rights, benefits and proceeds in respect thereof

"Excess Rent Account" means the account designated "GHG 2008 BA Limited - Excess Rent Account" held with Bank of Scotland plc in the name of GHG 2008 BA Limited, account number 06104554, sort-code 12-01-03

"Facility Agreement" means the up to £100,000,000 propco facility agreement dated 13 December 2007, as amended and/or restated, between, amongst others, General Healthcare Mixer Partnership LLP as parent and Bank of Scotland plc as Mandated Lead Arranger

"Holdco" has the meaning given to it in the Facility Agreement.

"Holdco-Swap Bank Hedge Document" means any master agreement, confirmation, schedule or other agreement entered into or to be entered into between the Rent Counterparty and any Holdco to hedge its exposure to the UK retail price index in respect of the Rental Income receivable under a Principal Lease by the Borrower which is the Subsidiary of that Holdco and, if applicable, as novated to the Borrower which is the Subsidiary of that Holdco

"Principal Lease" has the meaning given to it in the Facility Agreement

"Rental Income" has the meaning given to it in the Facility Agreement

"Rent Counterparty Documents" means each of.

- (i) the Holdco-Swap Bank Hedge Document,
- (ii) the Rent Counterparty Intercreditor Agreement, and
- (iii) the Charge

"Rent Counterparty Intercreditor Agreement" means the intercreditor agreement in respect of the Excess Rent Account and the Upstream Proceeds Account entered or to be entered into by the Account Holder, each Holdco, Bank of Scotland plc as the security trustee and the Rent Counterparty

"Subsidiary" has the meaning given to it in the Facility Agreement.

"Upstream Proceeds Account" means the account designated "GHG 2008 BA Limited - Upstream Proceeds Account" held with Bank of Scotland plc in the name of GHG 2008 BA Limited, account number 06104677, sort-code 12-01-03

TERMS DEFINED ELSEWHERE

Terms not expressly defined in this Form 395 have the meaning given to those terms in the Charge

OTHER

The Charge contains covenants for further assurance and a negative pledge

SCHEDULE 2**CHARGORS**

Name	Jurisdiction	Company Number
GHG 2008 2A Propco Limited	England and Wales	6480369
GHG 2008 3A Propco Limited	England and Wales	6480421
GHG 2008 4A Propco Limited	England and Wales	6480371
GHG 2008 6A Propco Limited	England and Wales	6480481
GHG 2008 7A Propco Limited	England and Wales	6480380
GHG 2008 8A Propco Limited	England and Wales	6480416
GHG 2008 9A Propco Limited	England and Wales	6480420
GHG 2008 11A Propco Limited	England and Wales	6480435
GHG 2008 BA Limited	England and Wales	6480570
GHG 2008 2A (BVI Property Holdings) Limited	British Virgin Islands	1458687
GHG 2008 3A (BVI Property Holdings) Limited	British Virgin Islands	1458690
GHG 2008 4A (BVI Property Holdings) Limited	British Virgin Islands	1458691
GHG 2008 6A (BVI Property Holdings) Limited	British Virgin Islands	1458694
GHG 2008 7A (BVI Property Holdings) Limited	British Virgin Islands	1458693
GHG 2008 8A (BVI Property Holdings) Limited	British Virgin Islands	1458695
GHG 2008 9A (BVI Property Holdings) Limited	British Virgin Islands	1458696
GHG 2008 11A (BVI Property Holdings) Limited	British Virgin Islands	1458667



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 6480371
CHARGE NO. 3**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT AN ACCOUNT CHARGE DATED 14
AUGUST 2008 AND CREATED BY GHG 2008 4A PROPCO
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE CHARGORS TO BANK OF SCOTLAND 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 26 AUGUST
2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27 AUGUST 2008

dc
or



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES