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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

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

PAID
£ 13.00 M 16 07821/13
COMPANIES HOUSE
For official use - Company number
1131
2140182

CHFP025

Please do not write in this margin

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

Pursuant to section 395 of the Companies Act 1985

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

Name of company

*insert full name of Company

* Aspen Healthcare Limited (the **Chargor**)

Date of creation of the charge

24 November 2005

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

Supplemental Debenture dated 24 November 2005 (the **Supplemental Debenture**) between the **Chargor** and The Governor and Company of the Bank of Scotland (the **Bank**) supplemental to the Guarantee and Debenture

Amount secured by the mortgage or charge

The actual, contingent, present and/or future obligations and liabilities of the **Chargor** to the **Bank** under or pursuant to any of the Financing Documents (including, for the avoidance of doubt, the Guarantee and Debenture) (the **Secured Obligations**)

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

The Governor and Company of the Bank of Scotland
Bishopsgate Exchange, 155 Bishopsgate, London

Please return via

Postcode EC2M 3YB

CH London Counter

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

Denton Wilde Sapte
1 Fleet Place
London
EC4M 7WS

LVP/BTG/75003.00061

Time critical reference

For official Use (02/00)
Mortgage Section

LD2 *L37JFARU* 232
COMPANIES HOUSE 28/11/2005

Short particulars of all the property mortgaged or charged

As a continuing security to secure the payment and discharge of the Secured Obligations, the Chargor charged, in favour of the Bank by way of first legal mortgage its interest in the Land referred to below.

Schedule - Land charged by way of legal mortgage

Part 1 - Registered Land

All that freehold land known as 13 Seymour Road, Wimbledon London SW19 registered at the Land Registry with title absolute under title number SY118149.

Part 2 - Unregistered Land

None.

(Continued in the Continuation Sheet (document number 7260416)).

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)

NIL

Signed Denton Wilde Septe

Date 25 November 2005

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

COMPANIES FORM No. 395 (Cont.)

Continuation Sheet No 1

Company Number

2140182

Name of company

Aspen Healthcare Limited (the **Chargor**)

Definitions

(Continued from document 7259402).

For the purposes of the Supplemental Debenture and the Guarantee and Debenture with effect from the date of the Supplemental Debenture the Charged Property (as defined in the Guarantee and Debenture) shall include the property and assets of the Chargor mortgaged pursuant to the Supplemental Debenture.

Definitions:

"Credit Agreement" means a credit agreement dated 6 April 2000 made between Global Healthcare Partners Limited and the Bank (as amended by an amendment letter dated 16 May 2001 and by amendment and restatement agreements dated 2 May 2003 and 13 October 2005 and as amended, varied and restated from time to time).

"Financing Documents" has the meaning attributed to it in the Credit Agreement.

"Guarantee and Debenture" means a guarantee and debenture dated 6 April 2000 made between the Chargor and the Bank (as amended, varied and supplemented from time to time).

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY No. 02140182

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SUPPLEMENTAL DEBENTURE DATED THE 24th NOVEMBER 2005 AND CREATED BY ASPEN HEALTHCARE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND 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 28th NOVEMBER 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 30th NOVEMBER 2005.

C. Cell



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —