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legibly, preferably
in black type or
bold block
lettering

*Insert full name
of company

Particulars of a mortgage or charge

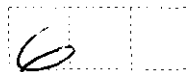
A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



4301986

395

000 868 (10)

Name of company

* HEALTH INVESTMENTS LIMITED

Date of creation of the charge

6 February 2003

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

Supplemental Deed made between Health Investments Limited (1) and The General Practice Finance Corporation Limited (2) (being supplemental to a Deed of Legal Charge dated 15 April 2002 made between Health Investments Limited (1) and The General Practice Finance Corporation Limited (2) (the "Principal Deed"))

Amount secured by the mortgage or charge

All moneys, obligations and liabilities whatsoever which may now or at any time in the future be due, owing or incurred by Health Investments Limited and any company from time to time which is a holding company or subsidiary of Health Investments Limited and any subsidiary undertaking or associate of any such company from time to time which has an obligation to any Lender in relation to the Indebtedness ("Group Member") to The General Practice Finance Corporation Limited ('Trustee'), Aviva plc and any company which is or becomes a holding company of any such company or subsidiary or associate of any such company or holding company which lends or has lent to, or is at any time owed moneys by, any Group Member ("Lender") or for or in respect of which any Group Member may be liable to the Trustee or any Lender whether present or future, actual or contingent on any account whatsoever and in any manner whatsoever, as principal or surety and whether alone or jointly with any other party or parties, including, without limitation, interest, legal and other costs, charges and expenses ('Indebtedness').

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

The General Practice Finance Corporation Limited

2 Rougier Street

York

Postcode YO90 1UU

Presentor's name, address and
reference (if any):

Ann Clement
GPFC-Legal
DX 84904
Norwich 3
Ref: GPFC-L/clema1/349153

For official use
Mortgage Section

Post room



Time critical reference

1. By way of legal mortgage freehold land at Water Lane, Farnborough, Hampshire including all buildings, erections and fixtures (including trade fixtures but excluding tenant's fixtures) and fixed plant and machinery for the time being thereon and all improvements and additions thereto and all easements, rights and licences appurtenant thereto, subject to and with the benefit of all existing leases, underleases, tenancies, agreements to lease, rights, covenants under conditions affecting the same but otherwise free from encumbrance.
2. By way of fixed charge, all moneys from time to time deposited with the Trustee on the terms set out in Schedule 6 to the Principal Deed.

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Particulars as to commission allowance or discount (note 3)

Nil

A fee of £10 is
payable to
Companies House
in respect of each
register entry for a
mortgage or
charge.
(See Note 5)

Signed

Aun Cuent

Date 10 February 2003

On behalf of mortgagee/chargee

* 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. Cheques and Postal Orders are to be made payable to **Companies House**.
6. The address of the Registrar of Companies is:-

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04301986

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SUPPLEMENTAL DEED (BEING SUPPLEMENTAL TO A DEED OF LEGAL CHARGE DATED 15 APRIL 2002) DATED THE 6th FEBRUARY 2003 AND CREATED BY HEALTH INVESTMENTS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ANY LENDER, THE GENERAL PRACTICE CORPORATION LIMITED AND AVIVA PLC. 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 14th FEBRUARY 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19th FEBRUARY 2003.

Dx w



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —