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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

[3][1][1][1]

04620480

Name of company

* InHealth Group Limited (the "Company")

Date of creation of the charge

30 November 2007

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

Pledge over Account (the "Charge")

Amount secured by the mortgage or charge

All or any money and liabilities which shall from time to time (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner to BoS by the Company whether actually or contingently, solely or jointly and whether as principal or surety (or guarantor or cautioner), including any money and liabilities of the Company to a third party which have been assigned or novated to or otherwise vested in BoS, and including interest, discount, commission and other lawful charges or expenses which BoS may in the course of its business charge or incur in respect of any of those matters or for keeping the Company's account, and so that interest shall be computed and compounded according to the usual BoS rates and practice (or otherwise agreed in writing) after as well as before any demand made or judgement or decree obtained under or in relation to the Charge (the "Secured Liabilities")

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

Bank of Scotland plc (Company number SC327000)
The Mound
Edinburgh ("BoS")

Postcode EH1 1YZ

Presenter's name address and
reference (if any)

DLA Piper Scotland LLP
249 West George Street
GLASGOW
G2 4RB

Rej AH/AH

Time critical reference

For official Use (06/2005)
Mortgage Section

WEDNESDAY



AGJOZVF6

A14

12/12/2007

243

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

See Paper Apart

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

Particulars as to commission allowance or discount (note 3)

N/A

Signed DLA Paper Scotland LLP

Date 11/12/07

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**

Paper Apart - Form M395 - InHealth Group Limited (Company Number 04620480)

Part I - Charged Property

In terms of the Charge granted by the Company in favour of BoS, BoS is authorised, without prior notice to the Company, to withdraw and/or apply in or towards satisfaction of any of the Secured Liabilities all or any part of the amounts credited to or otherwise forming part of the Account or the Deposit. BoS may exercise its rights under clause 2.1 of the Charge on each occasion when all or any part of the Secured Liabilities becomes due, owing or payable, or on each occasion that BoS considers it necessary to do so to protect the rights intended to be created by the Charge.

Part II - Restrictions

- 1 The Company agrees that it will not be entitled to withdraw or transfer all or any part of the Deposit until all the Secured Liabilities have been unconditionally and irrevocably paid or discharged in full to the satisfaction of BoS.
- 2 The Company will not without the prior written consent of BoS -
 - 2.1.1 create or attempt to create or permit to subsist any right in security, mortgage, charge, lien, encumbrance, right of set-off (except in favour of BoS) or any trust agreement, declaration of trust or trust arising by operation of law in respect of the Deposit, or
 - 2.1.2 sell, transfer, assign or otherwise dispose of all or any of the Account or the Deposit
- 3 The Company shall if and when required by BoS, grant in its favour (or as BoS shall direct) such fixed or specific security or charge or assignation over the Deposit or Account as BoS may require.

Part III - Definitions

"Account" means the account of the Company with BoS in the name of InHealth Group Limited - Managers Obligation Account, account number 06055545 with sort code 80-11-80.

"Deposit" means all money in any currency at the date of the Charge or thereafter standing to the credit of the Account (in the initial amount of £3,400,000) (including, without limitation, any interest credited to it) including all or any part of the money pursuant to it and the debt represented by it or any claim for repayment of that money.

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 04620480

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A PLEDGE OVER ACCOUNT DATED THE 30th NOVEMBER 2007 AND CREATED BY INHEALTH GROUP LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BANK OF SCOTLAND 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 12th DECEMBER 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17th DECEMBER 2007.

P. Coll



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES