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CHFP025

Please do not
write in
this margin

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

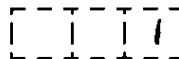
A fee of £13 is payable to Companies House in respect
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



FC027630

See fax for details

Name of company

* PRIORY CONDOVER (PROPERTY) LIMITED

Date of creation of the charge

AUGUST 2007

See fax for details

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

SUPPLEMENTAL SECURITY AGREEMENT - DEED

Amount secured by the mortgage or charge

~~CHARGE BY WAY OF FIRST LEGAL MORTGAGE OVER THE PROPERTY KNOWN AS 42
REDFIELD ROAD, MIDSOMER NORTON, BATH BA3 2JP TITLE NUMBER AV124290~~

~~THIS INCLUDES ALL BUILDINGS, FIXTURES, FITTINGS AND FIXED PLANT AND
MACHINERY ON THAT PROPERTY AND THE BENEFIT OF ANY COVENANTS FOR TITLE GIVEN
OR ENTERED INTO BY ANY PREDECESSOR IN TITLE OF THE CHARGE IN RESPECT OF
THAT PROPERTY OR ANY MONIES PAID OR PAYABLE IN RESPECT OF THOSE COVENANTS~~

See fax for details

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

ABN AMRO BANK N V LONDON BRANCH
82 BISHOPSGATE LONDON

Postcode EC2N 4BN

Presenter's name address and
reference (if any)

Mundays LLP

Cedar House, 78 Portsmouth
Road, Cobham, Surrey, KT11
1AN

Ref DW01/TF01

Time critical reference

For official Use (02/00)
Mortgage Section



PMO

PGHFF00G

4/9/07

164

COMPANIES HOUSE

AVIGASJO

30/08/2007

412

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

THE PROPERTY KNOWN AS 42 REDFIELD ROAD, MIDSOMER NORTON BATH BA3 2JP TITLE
NUMBER AV124290

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this margin

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

Particulars as to commission allowance or discount (note 3)

Signed

Munday WP

Date 29/08/07

On behalf of [company] [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



YOUR REF FAO Martin
OUR REF DW01/TF01/34420/4/907206
(Please quote in all correspondence)

4 September 2007

FAO Martin
Companies House
Crown Way
Cardiff
CF14 3UZ

Mundays LLP
Cedar House
78 Portsmouth Road
Cobham
Surrey KT11 1AN

DX 36300 Esher
tel +44 (0) 1932 590500
fax +44 (0) 1932 590220
email enq@mundays.co.uk
web www.mundays.co.uk

BY URGENT FAX 02920 380827

Dear Martin,

Form 395 - Registration of Legal charge
Priory Group

Further to our recent telephone conversation I write to confirm that the correct company number is in fact FC027630

The date of creation of the legal charge is 15 August 2007

The amount secured is,

Pursuant to a Security Agreement dated 14 February 2007 (as supplemented from time to time) the Original Security Agreement) between, amongst others, the Chargor and the Facility Agent, the Chargor charged by way of first legal mortgage, first mortgage, first fixed charge and assignment by way of security certain of its assets as security for, amongst other things, the present and future obligations and liabilities of each Obligor under the Finance Documents (as amended or supplemented)

~~Can we please ask you additionally enter an entry in the Slavenburg register in the normal way~~

I trust this information is sufficient to enable you to now register the charge. If there are any further questions please do not hesitate to contact me.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Tara Flavin", with a stylized flourish at the end.

Tara Flavin
For Mundays LLP
Email tara.flavin@mundays.co.uk
Direct Line 01932 590653

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Regulated by the Law Society
A list of Partners is available upon request

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No FC027630

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SUPPLEMENTAL SECURITY AGREEMENT DATED THE 15th AUGUST 2007 AND CREATED BY PRIORY CONDOVER (PROPERTY) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM EACH OBLIGOR 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 4th SEPTEMBER 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6th SEPTEMBER 2007

P Maria



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES