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COMPANIES FORM No. 410(Scot)

COMPANIES HOUSE
FEE PAID £10
EDINBURGH

410

Particulars of a charge created by a company registered in Scotland

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

CHFP025

Please do not write in this margin

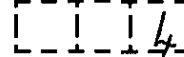
Pursuant to section 410 of the Companies Act 1985

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

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

For official use

Company number



SC206930

Name of company

* THE EDINBURGH SCHOOLS PARTNERSHIP LIMITED (the "Chargor")

* insert full name of company

Date of creation of the charge (note 1)

15 November 2001

Description of the instrument (if any) creating or evidencing the charge (note 1)

Borrower Bond and Floating Charge (the "Charge")

Amount secured by the charge

The Secured Finance Liabilities (as defined in the Common Terms Agreement) being any obligation (whether present or future and actual or contingent, secured or unsecured, as principal, surety or otherwise) of the Chargor and/or the Holding Company to the Senior Creditors for the payment or repayment of money under the Senior Lender Finance Documents. (see Paper Apart for defined terms)

Names and addresses of the persons entitled to the charge

The Governor and Company of the Bank of Scotland, The Mound, Edinburgh, EH1 1YZ as Security Trustee for the Senior Creditors as defined in the Common Terms Agreement, and its successors, assignees and transferees ("Security Trustee")

Presenter's name address telephone number and reference (if any):

McGrigor Donald
Princes Exchange
1 Earl Grey Street
EDINBURGH
EH3 9AQ

RSL/MGW 000088.001234 esp6.lfd

For official use
Charges Section



THE EDINBURGH SCHOOLS PARTNERSHIP LIMITED (Company Number SC206930)

Paper Apart to Form 410

Definitions

"**Banks Facility Agreement**" means the Banks Facility Agreement dated 15 November 2001 between, *inter alia*, the Borrower, the Banks Agent and The Governor and Company of the Bank of Scotland as Arranger.

"**Common Terms Agreement**" means the common terms agreement dated 15th November 2001 between, among others, the Banks Agent, the Borrower, the European Investment Bank and The Governor and Company of the Bank of Scotland as Global Agent and in various other capacities.

"**EIB Finance Contract**" means the contract dated 15th November 2001 between the European Investment Bank and the Borrower.

"**Holding Company**" means ESP (Holdings) Limited (Company Number SC206929) having its registered office at Excel House, 30 Sempole Street, Edinburgh, EH3 8BL.

"**Security**" means any assignation, standard security, charge, mortgage, pledge, lien, hypothecation, security interest or other charge or encumbrance and any other agreement or arrangement having substantially the same economic effect (including any "holdback" or "flawed asset" arrangement) (and "secured" shall be constructed accordingly).

"**Senior Creditors**" means the Banks, the Arranger (both as defined in the Bank Facility Agreement), EIB, the Global Agent, the Banks Agent, Hedging Counterparties (all as defined in the Common Terms Agreement) and the Security Trustee.

"**Senior Lender Finance Documents**" means:

- (a) the Bank Facility Agreement;
- (b) the EIB Finance Contract;
- (c) the Common Terms Agreement;
- (d) the Hedging Agreement;
- (e) the Security Documents;
- (f) the Subordination Agreement;
- (g) the Account Bank Agreement;
- (h) the Fees Letters;
- (i) the FM Provider Parent Company Guarantee;
- (j) the Contractor Parent Guarantee
- (k) the Shareholder Funding Agreement;
- (l) the Surplus Sites Guarantee;

- (m) the Surplus Sites Shortfall Undertaking; and
- (n) all agreements and other documents which the Global Agent and the Borrower agree to be Senior Lender Finance Documents.

(all as referred to in the Common Terms Agreement)

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number 206930

I hereby certify that a charge created by

THE EDINBURGH SCHOOLS PARTNERSHIP LIMITED

on 15 NOVEMBER 2001

for securing

ALL OBLIGATIONS AS CONTAINED IN THE SENIOR LENDER FINANCE
DOCUMENTS

in favour of

THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND

was delivered pursuant to section 410 of the Companies Act, 1985,
on 4 DECEMBER 2001

Given at Companies House, Edinburgh
5 DECEMBER 2001



C O M P A N I E S H O U S E



Memoranda of Satisfaction and Appointments etc. of Receivers

N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

COMPANY: SC206930 CHARGE: 4

(8) In the case of a floating charge, a statement of the provisions, if any, prohibiting or restricting the creation by the company of any fixed security or any other floating charge having priority over, or ranking <i>pari passu</i> with the floating charge.	(9) In the case of a floating charge, a statement of the provisions if any regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property the subject of the floating charge or any part of it.	(10) Amount or rate per cent of the Commission Allowance or discount	(11) Memoranda of Satisfaction	(12) Receiver		
				Name	Date of Appointment	Date of Ceasing to act
COMPANY ARE EXPRESSLY PROHIBITED FROM CREATING SUBSEQUENT FIXED SECURITY HAVING PRIORITY OVER OR RANKING EQUALLY WITH THE FLOATING CHARGE						