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COMPANIES FORM No 410(Scot)

410

Particulars of a charge created by a company registered in Scotland

A fee of £13 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

EDINBURGH

To the Registrar of Companies
(Address overleaf Note 6)

For official use

Company number

13

SC342703

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

Name of company

* E4I Schools Limited (the "Assignor")

insert full name of company

Date of creation of the charge (note 1)

24 October 2008

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

Assignment in Security (the "Security")

Amount secured by the charge

All present and future, actual or contingent, moneys, debts and liabilities owing or incurred by the Assignor (whether entered into solely or jointly, or jointly or severally or in any other capacity whatsoever, with one or more persons and whether actual or contingent and whether as principal or as a surety or otherwise) to any of the Senior Creditors under or in connection with the Finance Documents (which shall include, without limitation, any obligations of the Assignor which may from time to time arise by way of subrogation)

All capitalised terms not defined on this Form 410 are defined in part 1 of the Schedule annexed hereto

Names and addresses of the persons entitled to the charge

The Co-operative Bank PLC (Registered number 00990937), 1 Balloon Street, Manchester, M60 4EP (the "Security Trustee")

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

Tods Murray
Edinburgh Quay
133 Fountainbridge
Edinburgh
EH3 9AG

0131 656 2000
GHP MMC NSP B0190 1059

For official use (06/2005)

Charges

Post room

WEDNESDAY



SCT

12/11/2008

6

COMPANIES HOUSE

Short particulars of all the property charged

The Assignor's whole right, title and interest, present and future, in the Contracts and the Related Rights (the "**Secured Rights**")

Please do not write in this margin

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

Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision (note 2)

N/A

Particulars as to commission, allowance or discount paid (see section 413(3))

Nil

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

Signed Gordan Prstip on behalf of Tok Meway Date 6 November 2008

On behalf of ~~XXXXXXXX~~ [chargee] †

Notes

1 A description of the instrument e.g. "Standard Security" "Floating Charge" etc, should be given. For the date of creation of a charge see section 410(5) of the Act (Examples: date of signing of an Instrument of Charge, date of recording/registration of a Standard Security, date of intimation of an Assignment)

2 In the case of a floating charge a statement should be given of (1) the restrictions, if any, on the power of the company to grant further securities ranking in priority to, or pari passu with the floating charge, and/or (2) 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 which is the subject of the floating charge or any part of it

3 A certified copy of the instrument, if any, creating or evidencing the charge, together with this form with the prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of the creation of the charge. In the case of a charge created out of the United Kingdom comprising property situated outside the U.K., within 21 days after the date on which the copy of the instrument creating it could, in due course of post, and if despatched with due diligence, have been received in the U.K. Certified copies of any other documents relevant to the charge should also be delivered

4 A certified copy must be signed by or on behalf of the person giving the certification and where this is a body corporate it must be signed by an officer of that body

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 are to be made payable to **Companies House**

6 The address of the Registrar of Companies is: Companies House, 37 Castle Terrace, Edinburgh EH1 2EB
DX 235 Edinburgh or LP 4 Edinburgh 2

† delete as appropriate

This is the schedule referred to in the foregoing Form 410 for E4I Schools Limited
(Company Number SC342703)

Schedule

Part 1 - Definitions

Acceding Party	means any person which has become a party to the Intercreditor Agreement by executing a Deed of Accession and otherwise complying with Clause 20 (<i>Changes to the Parties</i>) of the Intercreditor Agreement
Account Bank	means Co operative Bank PLC as the account bank
Account Bank Agreement	means the account bank agreement dated 24 October 2008 between the Borrower, HoldCo, the Account Bank and the Agent together with the Account Operating Mandates
Account Operating Mandates	means an account operating mandate given by the Borrower or (as the case may be) HoldCo to the Account Bank in respect of a Project Account
Agent	means Co operative Bank PLC as agent of the Lenders and as intercreditor agent of the Senior Creditors
Arranger	means Barclays Bank PLC, Co operative Bank PLC, and Sumitomo Mitsui Banking Corporation as book runner and mandated lead arranger
Authority	means Inverclyde Council, a local authority constituted and incorporated under the Local Government etc (Scotland) Act 1994 acting in its capacity as both education authority under the Education (Scotland) Act 1980 and as authority responsible for recreational and social activities in terms of the Local Government & Planning (Scotland) Act 1982 and having its principal offices at Municipal Buildings, Greenock, PA15 1LY
Authority Direct Agreement	means the direct agreement dated 24 October 2008 between the Borrower, the Agent and the Authority in respect of the Project Agreement
Available Commitments	<p>means, in relation to a Facility, a Lender's Commitment under that Facility minus</p> <ul style="list-style-type: none"> (a) the amount of its participation in any outstanding Loans under that Facility, and (b) in relation to any proposed Utilisation, the amount of its participation in any Loans that are due to be made under that Facility on or before the proposed Utilisation Date, <p>in each case other than, in relation to any proposed Utilisation under the Debt Service Reserve Facility only, that Lender's participation in any Debt Service Reserve Loans that are due to be repaid or prepaid on or before the proposed Utilisation Date</p>
Barclays Bank PLC	means Barclays Bank PLC, a company incorporated in England and

This is the schedule referred to in the foregoing Form 410 for E4I Schools Limited

	Wales, registered number 01026167, having its registered office at 1 Churchill Place, London, E14 5HP
Borrower or Assignor	means E4I Schools Limited, a company incorporated in Scotland, registered number SC342703, whose registered office is at Miller House, 2 Lochside View, Edinburgh Park, Edinburgh, EH12 9DH
Borrower Account	means the bank accounts of the Borrower details of which are set out in Part 1 of Schedule 1 of the Account Bank Agreement
Borrower Assignment in Security	means the Security
Borrower Fixed Charge	means the English law fixed security document dated 24 October 2008 by the Borrower in favour of the Security Trustee
Borrower Floating Charge	means the Scottish floating charge dated 24 October 2008 by the Borrower in favour of the Security Trustee
Borrower Loan Stock	means the loan stock issued or to be issued by the Borrower and subscribed or to be subscribed for by the Shareholders pursuant to the Shareholders' Support Agreement and the Borrower Loan Stock Instrument
Borrower Loan Stock Instrument	means the loan stock instrument dated 24 October 2008 for issuing certificates in respect of Borrower Loan Stock by the Borrower in accordance with clause 4.2 (<i>Loan Stock</i>) of the Shareholders' Support Agreement
Borrower Shares	means, at any time, the fully paid, issued and allotted shares in the Borrower in existence at such time
CDM Co ordinator Appointment	means the appointment dated on or around the date hereof between the Borrower and Cyril Sweett Limited as CDM co ordinator
Change in Law Commitment	means <p>(a) in relation to an Original Lender, the amount in Sterling set opposite its name under the heading "Change in Law Commitment" in Schedule 1 (<i>The Original Lenders</i>) of the Loan Agreement and the amount of any other Change in Law Commitment transferred to it under the Loan Agreement, and</p> <p>(b) in relation to any other Lender, the amount in Sterling of any Change in Law Commitment transferred to it under the Loan Agreement,</p> <p>to the extent not cancelled, reduced or transferred by it under the Loan Agreement</p>
Change in Law Facility	means the change in law loan facility made available under the Loan Agreement as described in Clause 2.1(b) (<i>The Facilities</i>) of the Loan

This is the schedule referred to in the foregoing Form 410 for E4I Schools Limited

	Agreement
Change in Law Loans	means a loan made or to be made under the Change in Law Facility or the principal amount outstanding for the time being of that loan
Commitment	means a Term Loan Commitment, a Debt Service Reserve Commitment, an Equity Bridge Commitment or a Change in Law Commitment
Contracts	means the Existing Contracts and the Further Contracts
Contractor	means Miller Construction (UK) Limited, a company incorporated in Scotland with registered number SC209666, or any of its permitted successors or assigns or any other person(s) from time to time acting as a contractor to the Borrower under a contract replacing the Construction Contract
Construction Contract	means the building contract dated 24 October 2008 between the Borrower and the Contractor relating to the design, construction and completion of the Works by the Contractor
Construction Contract Documents	means <ul style="list-style-type: none"> (a) the Construction Contract, (b) the Construction Parent Guarantee (MCHL), (c) the Construction Parent Guarantee (TMGL), (d) the Retention Bond, and (e) the Performance Bond
Contractor Direct Agreement	means the direct agreement dated 24 October 2008 between the Borrower, the Agent, the Contractor, the Construction Parent Guarantor (MCHL) and the Construction Parent Guarantor (TMGL) in respect of the Construction Contract
Construction Parent Guarantor (MCHL)	means Miller Corporate Holdings Limited a company incorporated in Scotland with registered number SC288228 and registered office at Miller House, 2 Lochside View, Edinburgh Park, Edinburgh EH12 9DH or any other person(s) from time to time guaranteeing the obligations of the Contractor under the Construction Contract
Construction Parent Guarantor (TMGL)	means The Miller Group Limited a company incorporated in Scotland with registered number SC018135 and registered office at Miller House, 2 Lochside View, Edinburgh Park, Edinburgh EH12 9DH or any other person(s) from time to time guaranteeing the obligations of the Contractor under the Construction Contract
Co-operative Bank PLC	means a company incorporated in England and Wales, with registered number 00990937 whose registered office is at PO Box 101, 1 Balloon Street, Manchester M60 4EP

Cyril Sweett Investments Limited	means a company incorporated in England and Wales with registered number 02770329 and having its registered office at 60 Gray's Inn Road, London, WC1X 8AQ
Debt Service Reserve Commitment	means (a) in relation to an Original Lender, the amount in Sterling set opposite its name under the heading "Debt Service Reserve Commitment" in Schedule 1 (<i>The Original Lenders</i>) of the Loan Agreement and the amount of any other Debt Service Reserve Commitment transferred to it under the Loan Agreement, and (b) in relation to any other Lender, the amount in Sterling of any Debt Service Reserve Commitment transferred to it under the Loan Agreement, to the extent not cancelled, reduced or transferred by it under the Loan Agreement
Debt Service Reserve Facility	means the revolving debt service reserve loan facility made available under the Loan Agreement as described in Clause 2 1(c) (<i>The Facilities</i>) of the Loan Agreement
Debt Service Reserve Loan	means a loan made or to be made under the Debt Service Reserve Facility or the principal amount outstanding for the time being of that loan
Deed of Accession	means a deed substantially in the form set out in Schedule 1 (<i>Form of Deed of Accession</i>) of the Intercreditor Agreement or as an alternative, in the case of a Lender, in the form of a Transfer Certificate
Direct Agreement	means (a) the Authority Direct Agreement, (b) the Contractor Direct Agreement, (c) the FM Contractor Direct Agreement, and (d) any other agreement or document which the Agent (acting on the instructions of the Majority Lenders) may from time to time designate as a "Direct Agreement" with the consent of the Borrower (such consent not to be unreasonably withheld or delayed)
Equity Bridge Commitment	means the aggregate of the Equity Bridge A Commitment and the Equity Bridge B Commitment
Equity Bridge A Commitment	means (a) in relation to an Original Lender the amount in Sterling set opposite its name under the heading "Equity Bridge A Commitment" in Schedule 1 (<i>The Original Lenders</i>) of the Loan Agreement and the amount of any

	<p>Equity Bridge A Commitment transferred to it under the Loan Agreement, and</p> <p>(b) in relation to any other Lender, the amount in Sterling of any Equity Bridge A Commitment transferred to it under the Loan Agreement, to the extent not cancelled, reduced or transferred by it under the Loan Agreement</p>
Equity Bridge B Commitment	<p>means</p> <p>(a) in relation to an Original Lender the amount in Sterling set opposite its name under the heading "Equity Bridge B Commitment" in Schedule 1 (<i>The Original Lenders</i>) of the Loan Agreement and the amount of any Equity Bridge B Commitment transferred to it under the Loan Agreement, and</p> <p>(b) in relation to any other Lender, the amount in Sterling of any Equity Bridge B Commitment transferred to it under the Loan Agreement, to the extent not cancelled, reduced or transferred by it under the Agreement</p>
Equity Bridge Facility	means the Equity Bridge Facility A and the Equity Bridge Facility B
Equity Bridge Facility A	means the equity bridge loan facility made available under the Loan Agreement as described in Clause 2 1(d) (<i>The Facilities</i>) of the Loan Agreement
Equity Bridge Facility B	means the equity bridge loan facility made available under the Loan Agreement as described in Clause 2 1(e) (<i>The Facilities</i>) of the Loan Agreement
Equity Bridge Loans	means an Equity Bridge A Loan and/or an Equity Bridge B Loan
Equity Bridge A Loan	means a loan made or to be made under the Equity Bridge Facility A or the principal amount outstanding for the time being of that loan
Equity Bridge B Loan	means a loan made or to be made under the Equity Bridge Facility B or the principal amount outstanding for the time being of that loan
Existing Contracts	means those Contracts to which the Assignor is a party and details of which are set out in Part 2 of the Schedule
Exposures	<p>means, at any time but subject to paragraph 2 2 of Schedule 4 (<i>Voting and Decision Making</i>) of the Intercreditor Agreement</p> <p>(a) in relation to the Term Loan Facility, the aggregate of a Lender's Term Loans and its Available Commitments under the Term Loan Facility at that time,</p> <p>(b) in relation to the Change in Law Facility, the aggregate of a Lender's Change in Law Loans and its Available Commitments under the Change</p>

	<p>in Law Facility at that time,</p> <p>(c) in relation to the Debt Service Reserve Facility, the aggregate of a Lender's Debt Service Reserve Loans and its Available Commitments under the Debt Service Reserve Facility at that time, and</p> <p>(d) in relation to the Equity Bridge Facility, the aggregate of a Lender's Equity Bridge Loans and its Available Commitments under the Equity Bridge Facility at that time</p>
Facility	means the Term Loan Facility, the Debt Service Reserve Facility, the Equity Bridge Facilities or the Change in Law Facility
Fee Letter	means (a) any letter or letters dated on or about the date of the Loan Agreement between, as the case may be, the Arranger and the Borrower or the Agent and the Borrower setting out any of the fees referred to in Clause 11 (<i>Fees</i>) of the Loan Agreement and (b) any letter or letters dated on or about the date of the Loan Agreement between the Security Trustee and the Borrower setting out the fees of the Security Trustee
Finance Documents	<p>means</p> <ul style="list-style-type: none"> a) the Loan Agreement b) the Shareholders' Support Agreement, c) each Security Document, d) each Direct Agreement, e) the Account Bank Agreement, f) the Joint Insurance Account Agreement, g) each Hedging Document, h) each Fee Letter, i) each other document executed from time to time pursuant to any of the foregoing to which the Borrower and any Finance Party is a party, and any present or future document confirming or evidencing any Security or guarantee for, or in relation to, the Borrower's, HoldCo's or any Shareholder's obligations under any Finance Document, and any other agreement or document between, amongst others, the Borrower or HoldCo and any Finance Party or Hedging Provider, which the Agent may from time to time designate as a Finance Document
Finance Party	means the Agent, the Security Trustee, the Arranger or a Lender

This is the schedule referred to in the foregoing Form 410 for E4I Schools Limited

Finance Liabilities	means the Senior Finance Liabilities and the Junior Finance Liabilities
FM Contract	means the facilities management agreement dated 24 October 2008 between the Borrower and the FM Contractor for the operation and maintenance of the Project Facilities by the FM Contractor
FM Contractor	means FES FM Limited a company incorporated in Scotland, registered number SC220049, having its registered office at Forth House, Pirnhall Business Park, Stirling, FK7 8HW, or any person at such time acting as an operator to the Borrower under a contract replacing the FM Contract
FM Contractor Direct Agreement	means the direct agreement dated 24 October 2008 between the Borrower, the Agent, the FM Contractor and the FM Contractor Guarantor in respect of the FM Contract
FM Contractor Guarantee	means the guarantee dated 24 October 2008 given by the FM Contractor Guarantor in favour of the Borrower of the obligations of the FM Contractor under the FM Contract
FM Contractor Guarantor	means FES Limited, a company incorporated in Scotland with registered number SC053848, having its registered office at Forth House, Pirnhall Business Park, Stirling, FK7 8HW, or any other person(s) from time to time guaranteeing the obligations of the FM Contractor under the FM Contract
Forth Services Limited	means Forth Services Limited, a company incorporated in England and Wales, registered number SC233381, and having its registered office at Forth House, Pirnhall Business Park, Stirling, FK7 8HW
Further Contracts	means such other agreements, contracts or other documents entered into by the Assignor to be designated as a Further Contract for the purposes of the Security
Hedging Banks	means the Original Hedging Banks and any Acceding Party acceding hereto as a Hedging Bank, and "Hedging Bank" means any of them
Hedging Document	means the RPI Hedging Arrangements and the Interest Rate Hedging Arrangements and includes the Original Hedging Document
Hedging Liabilities	means all present and future moneys, debts and liabilities due, owing or incurred by the Borrower to the Hedging Banks under any Hedging Documents and any Original Hedging Documents (in each case whether alone or jointly, or jointly and severally, with any other person, whether actually or contingently, and whether as principal, surety, or otherwise)
Hedging Providers	means Barclays Bank PLC, The Co operative Bank PLC and SMBC Capital Markets Limited
Holdco	means E4I Holdings Limited, a company incorporated in Scotland, with registered number SC342702, having its registered office at Miller House, 2 Lochside View, Edinburgh Park, Edinburgh, EH12 9DH

This is the schedule referred to in the foregoing Form 410 for E4I Schools Limited

Holdco Account	means the bank account of HoldCo details of which are set out in Part 2 of Schedule 1 of the Account Bank Agreement
HoldCo Assignment in Security	means the means the Scots law assignment in security of contracts dated 24 October 2008 by HoldCo in favour of the Security Trustee
HoldCo Shares	means, at any time, the fully paid, issued and allotted shares in HoldCo in existence at that time
HoldCo Floating Charge	means the Scottish floating charge dated 24 October 2008 by HoldCo in favour of the Security Trustee
Independent Certifier Contract	means the Technical Adviser's Deed of Appointment (under the terms of the Project Agreement) dated 15 and 24 October 2008 between the Borrower, the Security Trustee, the Authority and Mott Macdonald Limited
Interest Rate Hedging Arrangements	means an ISDA Master Agreement between the Borrower and any Hedging Provider which is not a RPI Hedging Arrangement and any Transaction (as defined in the ISDA Master Agreement) entered into pursuant to that ISDA Master Agreement which is not a RPI Hedging Arrangement
Interface Agreement	means the interface agreement dated 24 October 2008 between the Contractor, the FM Contractor and the Borrower
Intercreditor Agreement	means the intercreditor agreement dated 24 October 2008 between, among others, the Agent, the Lenders, the Hedging Providers, the Security Trustee, the Shareholders, HoldCo and the Borrower
ISDA Master Agreement	means the 1992 Multicurrency Cross Border Master Agreement, as published by the International Swaps and Derivatives Association Inc
Junior Creditors	means E4I Holdings Limited (Holdco), Miller E4I Investments Limited, LST smif Limited Partnership, Forth Services Limited, and Cyril Sweett Investments Limited
Junior Finance Document	means <ul style="list-style-type: none"> (a) the Borrower Loan Stock, (b) the Borrower Loan Stock Instrument, (c) the Miller Equity Bridge Loan Agreement, (d) the Shareholders' Agreement, and (e) any document constituting Permitted Indebtedness permitted under clause 26 14 (<i>Indebtedness for Borrowed Money</i>) of the Loan Agreement in respect of which the creditor is the Junior Creditors

Junior Finance Liabilities	means all present and future monies, debts and liabilities due, owing or incurred by the Borrower to the Junior Creditors (including repayment of capital in respect of the Borrower Shares) or by HoldCo to the other Junior Creditors (including repayment of capital in respect of HoldCo Shares) under or in connection with any Junior Finance Document (in each case, whether alone or jointly, or jointly and severally, with any other person, whether actually or contingently, and whether as principal, surety or otherwise)
Joint Insurance Account Agreement	means the joint insurance account agreement dated 24 October 2008 between the Borrower, the Agent, the Authority and the Account Bank
Land Securities Trillium Limited	means Land Securities Trillium Limited, a company incorporated in England and Wales, registered number 03487308, and having its registered office at 5 Strand, London, WC2N 5AF
Lender Creditors	means the Arranger, the Agent and the Lenders
Lenders	means (a) any Original Lender and (b) any bank, financial institution, trust fund or other entity which has become a Lender in accordance with Clause 29 (<i>Changes to the Lenders</i>) of the Loan Agreement which in each case has not ceased to be a Lender in accordance with the terms of the Loan Agreement
LST Smif Limited Partnership	means LST Smif Limited Partnership, a limited partnership established in England (registered number LP011767), whose registered office is at 140 London Wall, London EC2Y 5DN
Loan Agreement	means the loan agreement dated 24 October 2008 between, amongst others, the Borrower, HoldCo and the Lender Creditors
Majority Lenders	means, at any time (but subject to the provisions of paragraphs 1 3, 1 4 and 2 2 of Schedule 4 (<i>Voting and Decision Making</i>) of the Intercreditor Agreement, Lenders whose Exposures together aggregate at least $66\frac{2}{3}\%$ of the aggregate Exposures of all Lenders at such time
Miller Member	means Miller E4I Investments Limited, incorporated in Scotland under the Companies Acts (registered number SC346429) and having its registered office at Miller House, 2 Lochside View, Edinburgh EH12 9DH
Miller Equity Bridge Loan Agreement	means the loan agreement dated 24 October 2008 between the Borrower and the Miller Member
New Project Facilities	means each facility listed in Part 2 of Schedule Part 4 (<i>Project Facilities</i>) of the Project Agreement including the fixtures and fittings therein and the Sites thereof
Original Lenders	means Barclays Bank PLC, The Co operative Bank PLC, Sumitomo Mitsui Banking Corporation
Original Hedging Banks	means Barclays Bank PLC, the Co operative Bank PLC and SMBC

This is the schedule referred to in the foregoing Form 410 for E4I Schools Limited

	Capital Markets Limited
Original Hedging Document	means the documents dated 24 October 2008 between the respective Original Hedging Banks and the Borrower
Performance Bond	means the bond dated 24 October 2008 among HCC International PLC as surety, the Borrower as employer and the Contractor
Permitted Indebtedness	means indebtedness for borrowed money which arises under the Finance Documents or Project Documents, is in relation to trade credit or a finance or operating lease and, when aggregated with all other such indebtedness (being indebtedness which is trade credit or indebtedness under finance or operating leases), does not exceed £50,000 (indexed), or is consented to by the Agent (acting on the instructions of the Majority Lenders) prior to it being incurred
Professional Team	means the professional team employed by the Contractor from time to time in connection with the Works, being (as at 24 October 2008) <ul style="list-style-type: none"> a) SMC Parr Architects as architects, b) Stuart McTaggart Limited as structural engineer, c) FES Limited as mechanical and electrical engineer, and d) TGP Landscape Architects Limited as landscape architect
Professional Team Collateral Warranties	means the collateral warranties between the Borrower, the Contractor and respectively each member of the Professional Team
Project Agreement	means the agreement relating to the design, construction, finance, maintenance and operation of the Project Facilities dated 24 October 2008 between the Borrower and the Authority
Project Accounts	means, together, the Borrower Accounts and the HoldCo Account and "Project Account" means any one of the them
Project Documents	means <ul style="list-style-type: none"> a) the Project Agreement, b) the Construction Contract Documents, c) the FM Contract, d) the Interface Agreement, e) the FM Contractor Guarantee,

	<ul style="list-style-type: none"> f) the CDM Co ordinator Appointment, g) the Shareholders' Agreement, h) the Independent Certifier Contract, i) Borrower Loan Stock Instrument, j) Borrower Loan Stock, k) the Miller Equity Bridge Loan Agreement, l) the Professional Team Collateral Warranties, and m) all other documents as may from time to time be designated as such by the Agent and the Borrower (each acting reasonably)
Project Facility	means each of the New Project Facilities
Qualifying L/C	means an irrevocable on demand letter of credit complying with the requirements of clause 5 (<i>Credit Support for Shareholder's Obligations</i>) of the Shareholders' Support Agreement and substantially in the form set out in schedule 4 (<i>Approved Form of Qualifying L/C</i>) of the Shareholders' Support Agreement or such other form as may be approved by the Lenders
Related Rights	<p>means all rights, remedies, benefits and entitlements now or at any time hereafter accrued or accruing in respect of the Assignor's part of the Contracts hereby assigned by the Security, including without limitation</p> <ul style="list-style-type: none"> a) the right to payment of all monies due thereunder, b) the proceeds of all payments thereunder and of all claims, awards, adjudications and judgments under or in respect thereof, c) all claims for damages in respect of any breach thereof (other than a breach by the Assignor), d) the benefit of all (if any) warranties and indemnities, e) all (if any) rights of termination or rescission, f) the right to require and enforce performance by the other party or parties of its or their obligations thereunder by way of adjudication, arbitration, proceedings or otherwise, and g) the right to perform and fulfil the obligations on the Assignor's part thereunder

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Retention Bond	means the retention bond dated 24 October 2008 provided by HCC International Insurance PLC in favour of the Borrower in support of the obligations of the Contractor
RPI Hedging Arrangements	means an ISDA Master Agreement between the Borrower and any Hedging Provider and any Transactions (as defined in the ISDA Master Agreement) entered into pursuant to that ISDA Master Agreement which references an inflation index
Security Document	means <ul style="list-style-type: none"> a) the Borrower Assignment in Security, b) the Borrower Fixed Charge, c) the Borrower Floating Charge, d) the HoldCo Assignment in Security, e) the HoldCo Floating Charge, f) the Share Pledge, g) the Intercreditor Agreement, h) each Shareholder Letter of Credit and Shareholder Guarantee, i) any present or future document confirming or evidencing any Security or guarantee for, or in relation to, the Finance Liabilities, and j) all agreements and other documents executed from time to time pursuant to any of the foregoing including all notices of assignment given pursuant to, and as contemplated by, the Borrower Fixed Charge, the Borrower Assignment in Security or the HoldCo Assignment in Security and the acknowledgements to the notices of assignment
Senior Creditors	means the Security Trustee, the Hedging Banks, and the Lender Creditors
Senior Finance Liabilities	means the Senior Debt and the Hedging Liabilities
Senior Debt	means all present and future moneys, debts and liabilities due, owing or incurred by the Borrower to any Senior Creditor under or in connection with any Finance Document (in each case, whether alone or jointly, or jointly and severally, with any other person, whether actually or contingently, and whether as principal, surety or otherwise) but excluding any Hedging Liabilities

Shareholders' Support Agreement	means the shareholders support agreement dated 24 October 2008 between the Borrower, the Assignor, the Shareholders, the Security Trustee and the Agent
Shareholders	means the persons having subscribed for HoldCo Shares in accordance with the Shareholders' Agreement, being <ul style="list-style-type: none"> a) the Miller Member, b) LST Smif Limited Partnership, c) Forth Services Limited, d) Cynl Sweett Investments Limited, e) and any permitted transferee under clause 8 (<i>Transfers</i>) of the Shareholders' Support Agreement and clause 20 (<i>Changes to the Parties</i>) of the Intercreditor Agreement, and "Shareholder" means any one of them
Shareholders' Agreement	means the shareholders' agreement dated 24 October 2008 between the Shareholders, the Borrower and HoldCo
Shareholder Letter of Credit	means each Qualifying L/C required to be effected and maintained by each of Forth Services Limited and Cynl Sweett Investments Limited pursuant to clause 5 (<i>Credit Support for Shareholders' Obligations</i>) of the Shareholders' Support Agreement
Shareholder Guarantee	means the guarantee by Land Securities Trillium Limited of the obligations of LST Smif Limited Partnership under the Shareholders' Support Agreement procured by LST Smif Limited Partnership pursuant to clause 5 (<i>Credit Support for Shareholders' Obligations</i>) of the Shareholders' Support Agreement
Shareholder Support Agreement	means the shareholders' support agreement dated 24 October 2008 between the Borrower, HoldCo, the Shareholders, the Security Trustee and the Agent
Share Pledge	means the pledge under Scots law over the Borrower Shares dated 24 October 2008 by HoldCo in favour of the Security Trustee
Site	means the area edged red on the relevant Site Plan for each Project Facility together with the buildings and other erections in and upon the same and the service ducts and media for all utilities and services serving such buildings and erections
Site Plan	means the plans of each Project Facility in Appendix A to Schedule Part 4 (<i>Project Facilities</i>) of the Project Agreement
SMBC Capital Markets	means SMBC Capital Markets Limited, a company incorporated in England and Wales, with registered number 02418137, having its

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Limited	registered office at 99 Queen Victoria Street, London, EC4V 4EH
“Sterling”	means the lawful currency of the United Kingdom
Sumitomo Mitsui Banking Corporation	means Sumitomo Mitsui Banking Corporation c/o Sumitomo Mitsui Banking Corporation Europe Limited, 99 Queen Victoria Street, London, EC4V 4EH
Term Loan Commitment	means (a) in relation to an Original Lender, the amount in Sterling set opposite its name under the heading “Term Loan Commitment” in Schedule 1 (<i>The Original Lenders</i>) of the Loan Agreement and the amount of any other Term Loan Commitment transferred to it under the Loan Agreement, and (b) in relation to any other Lender, the amount in Sterling of any Term Loan Commitment transferred to it under the Loan Agreement, to the extent not cancelled, reduced or transferred by it under the Loan Agreement
Term Loan Facility	means the term loan facility made available under the Loan Agreement as described in Clause 2 1(a) (<i>The Facilities</i>) of the Loan Agreement
Term Loans	means a loan made or to be made under the Term Loan Facility or the principal amount outstanding for the time being of that loan
Transfer Certificate	means a certificate substantially in the form set out in Schedule 5 (<i>Form of Transfer Certificate</i>) of the Loan Agreement or any other form agreed between the Agent and the Borrower
Utilisation	means a utilisation of a Facility
Utilisation Date	means the date on which a Utilisation is, or is to be, made
Works	has the meaning given to it in the Construction Contract

Part 2 – Existing Contracts

- 1 Project Agreement
- 2 Construction Contract
- 3 Construction Parent Guarantee (MCHL)
- 4 Construction Parent Guarantee (TMGL)
- 5 FM Contract
- 6 FM Contractor Guarantee
- 7 Independent Certifier Contract
- 8 Interface Agreement
- 9 Shareholders' Agreement
- 10 the agreement for the provision of Management Services dated on or about the date hereof among the Borrower, HoldCo and Miller Construction (UK) Limited
- 11 the agreement for the provision of Management Services dated on or about the date hereof among the Borrower, HoldCo and Cyril Sweett Limited
- 12 the agreement for the provision of Management Services dated on or about the date hereof among the Borrower, HoldCo and Trillium Asset Management
- 13 CDM Co ordinator Appointment
- 14 Miller Equity Bridge Loan Agreement
- 15 the collateral warranty dated on or about the date hereof between the Borrower, the Contractor and SMC Parr Architects
- 16 the collateral warranty dated on or about the date hereof between the Borrower, the Contractor and Stuart McTaggart Limited
- 17 the collateral warranty dated on or about the date hereof between the Borrower, the Contractor and FES Limited
- 18 the collateral warranty dated on or about the date hereof between the Borrower, the Contractor and TGP Landscape Architects Limited
- 19 Retention Bond
- 20 Performance Bond



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

COMPANY NO. 342703

CHARGE NO. 3

I HEREBY CERTIFY THAT A CHARGE CREATED BY E4I
SCHOOLS LIMITED

ON 24 OCTOBER 2008

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

IN FAVOUR OF THE CO-OPERATIVE BANK PLC

WAS DELIVERED PURSUANT TO SECTION 410 OF THE
COMPANIES ACT 1985 ON 12 NOVEMBER 2008

GIVEN AT COMPANIES HOUSE, EDINBURGH 12 NOVEMBER
2008



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES