

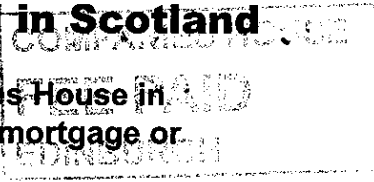
M

COMPANIES FORM No. 410(Scot)

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

Pursuant to section 410 of the Companies Act 1985

Please do not write in this margin

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

For official use

Company number

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

85214

SC206930

Name of company

The Edinburgh Schools Partnership Limited

* insert full name of company

Date of creation of the charge (note 1)

20 April 2004

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

Standard Security

Amount secured by the charge

The payment and discharge of all the Secured Finance Liabilities defined in the Common Terms Agreement dated 15th November 2001 as amended by a Supplemental Agreement dated 13th February 2003, a Supplemental Agreement dated 19 December 2004 and a Supplemental Agreement dated on or around the date of this Standard Security and made between, *inter alia*, the Governor and Company of the Bank of Scotland and the Edinburgh Schools Partnership Limited

Names and addresses of the persons entitled to the charge

The Governor and Company of the Bank of Scotland having their Head Office at The Mound, Edinburgh

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

McGrigors
Princes Exchange
1 Earl Grey Street
Edinburgh
EH3 9AQ

For official use
Charges Section

Post room



Short particulars of all the property charged.

Please do not write in this margin

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

ALL and WHOLE the subjects in the City of Edinburgh and County of Midlothian extending to 5.071 hectares and 3.799 hectares or thereby currently known or to be known respectively as Firrhill High School, Graysmill/Willowpark Special School and Oxgangs Primary School, Edinburgh being the subjects shown outlined in red on the plan annexed and signed as relative to this Standard Security, and which subjects form part and portion of the subjects more particularly described in Notices of Title by The City of Edinburgh Council recorded in the Division of the General Register of Sasines applicable to the County of Midlothian on 5 October and 25 October 2001 together with all buildings and other erections thereon but excepting therefrom the area let in terms of a Lease between the Landlord and Telecom Securicor Cellular Radio Limited dated 1st July 1996 and 31st March 1999.

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

The Standard Security shall rank in priority to any other fixed security over the Lease which may be created by the Company before, on or after its execution of this Standard Security, and to any other floating charge over the Lease which shall be created by the Company before, on or after its execution of this Standard Security and, subject as aforesaid, no such fixed security or floating charge shall rank in priority to or equally with this Standard Security.

Except with the prior written consent of the Governor and Company of the Bank of Ireland, the Company shall not create or have outstanding any Security (other than as expressly permitted in the Common Terms Agreement) on all or any part of the Company's interest in the Lease whether ranking or purporting to rank prior to, equally with or postponed to this Standard Security.

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

N/A

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

Signed McGrigor Date 27 April 04

On behalf of [company] [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. 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

† delete as appropriate

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 20 APRIL 2004

for securing

THE PAYMENT AND DISCHARGE OF ALL THE SECURED LIABILITIES

in favour of

THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND

was delivered pursuant to section 410 of the Companies Act, 1985,

on 28 APRIL 2004 given at Companies House, Edinburgh

30 APRIL 2004



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

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

REGISTER of Charges, Alterations to Charges,

COMPANY: SC206930 CHARGE: 24

(1) Date of Registration	(2) Serial Number of Document on File	(3) Date of Creation of each Charge and Description thereof	(4) Date of the aquisition of the Property	(5) Amount secured by the Charge £	(6) Short Particulars of the Property Charged	(7) Names of the Persons entitled to the Charge
28/04/2004		20/ 4/04 STANDARD SECURITY		THE PAYMENT AND DISCHARGE OF ALL THE SECURED LIABILITIES	5.071 HA & 3.799 HA BEING FIRRHILL HIGH SCHOOL, GRAYSMILL.WILLOWPARK SPECIAL SCHOOL & OXGANGS PRIMARY SCHOLL, EDINBURGH	THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND

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: 24

(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
<p><i>[Faint, illegible text from bleed-through or scanning artifacts]</i></p>						