

M

COMPANIES FORM No. 410(Scot)

Particulars of a charge created by a company registered in Scotland

COMPANIES HOUSE
FILED PAID £10
EDINBURGH

410

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

15

SC206930

Name of company

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

* 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 Assignment in Security (the "Assignment")

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 Assignor 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, together with 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 esp10.lfd

For official use
Charges Section



SCT SS4MS6BJ 1304
COMPANIES HOUSE 04/12/01

EDINBURGH SCHOOLS PARTNERSHIP LIMITED (Company Number SC206930)

Form 410 Paper Apart

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 15 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 15 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 Semple Street, Edinburgh, EH3 8BL.

"**Project Documents**" means:

- (a) Project Agreement;
- (b) Financial Supplement;
- (c) Construction Contract;
- (d) Contractor Parent Company Guarantee;
- (e) FM Services Sub-Contract;
- (f) FM Provider Parent Company Guarantee;
- (g) Subordinated Loan Agreement;
- (h) Shareholders Agreement;
- (i) Shareholder Funding Agreement;
- (j) Independent Certifiers Appointment;
- (k) Surplus Sites Agreement;
- (l) Surplus Sites Shortfall Undertaking;
- (m) Amey Onward Sale Agreement;
- (n) Miller Onward Sale Agreement;
- (o) Shortfall Assignment.

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



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: 5

(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 acquisition 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
04/12/2001		15/11/01 ASSIGNATION IN SECURITY		THE OBLIGATIONS AS CONTAINED IN THE SENIOR LENDER FINANCE DOCUMENTS	THE ASSIGNORS WHOLE RIGHT, TITLE AND INTEREST AND BENEFIT IN AND TO THE PROJECT DOCUMENTS; AND ALL RIGHTS OF THE ASSIGNOR RELATIVE TO THE PROJECT DOCUMENTS	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: 5

(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