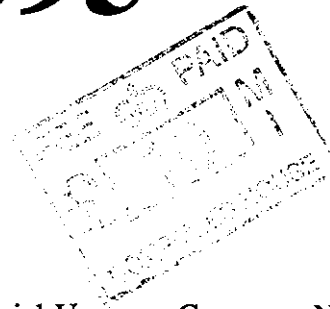


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COMPANIES FORM NO. 395

395

BdS
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01/16/

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Particulars of a charge

Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies

For Official Use

Company Number

--	--	--	--

03323339

Name of company

*Insert full name
of company

STS SCHOOL TRAVEL SERVICE LIMITED

Date of creation of the charge

15th February 2000

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

Charge over Cash Deposit

Amount secured by the charge

All monies and all obligations and liabilities (actual or contingent) now or at any time hereafter owing to the Bank of Scotland ("BoS") by the Company on any account or accounts or in any manner whatsoever and whether actually or contingently together with interest, discount, commission and all charges and expenses.

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

The Governor and Company of the Bank of Scotland

Brighton Business Centre, 15 Queen Square, Brighton Postcode BN1 3FD

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

Bank of Scotland
Legal Operations
1st Floor, 8 Frederick's Place
London EC2R 8AT
Ref: Legal/NG

Time critical reference

For Official Use
Mortgage section

Post Room

A01
COMPANIES HOUSE0384
24/02/00

Short particulars of all the property charged

All monies ("the Deposit") now or at any time hereafter standing to the credit of the accounts of the Company with BoS at its Brighton Branch now bearing account numbers 01454405 and 01564007 (as the same may be replaced, redesignated, renumbered or rearranged from time to time) which accounts are blocked or designated as charged to BoS together with all interest and other amounts accruing on such sums. The Charge over Deposit also contains covenants by and restrictions on the Company as specified in the attached Schedule, which protect and further define the charges and must be read as one with the charges.

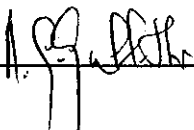
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Please complete legibly, preferably in black bold type or bold block lettering

Particulars as to commission allowance or discount (note 3)

NIL

For the Bank of Scotland

Signed  Solicitor Date 23/2/00

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. The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF4 3UZ

• Particulars of a mortgage or charge

Name of Company: STS School Travel Service Limited

Number of Company: 03323339

SCHEDULE OF CHARGES, COVENANTS AND RESTRICTIONS contained in a Charge over Deposit dated 15th of February 2000.

1. Charges

The Company with full title guarantee hereby assigns by way of security to **BoS** (but subject to redemption upon payment of all moneys and the discharge of all obligations and liabilities hereby covenanted to be paid or discharged) the Deposit and all the rights titles and benefits of the Company whatsoever present and future therein.

2. Covenants

The Company covenants with **BoS** that during the continuance of the Charge over Deposit the Company shall:

- (a) not except as expressly permitted by this Deed withdraw the Deposit and shall not assign discount pledge charge or otherwise dispose of or deal with or permit any third party rights to arise over the same or any part thereof or attempt to agree so to do;
- (b) not release grant time or indulgence or compound with any third party or suffer to arise any set off or other adverse rights against the Deposit nor do or omit to do anything which may delay or prejudice the right of **BoS** to receive payment of the Deposit;
- (c) immediately inform **BoS** of any claim or notice relating to the Deposit received from any other person other than the Depository and of all other matters relevant thereto; and
- (d) do all such things and execute all such assignment charges authorities and documents as **BoS** shall from time to time require for perfecting its title to or for vesting or enabling it to vest the full benefit of the Deposit in **BoS** or its nominee or to enable **BoS** to obtain payment of the Deposit such documents to be prepared by or on behalf of **BoS** at the cost of the Company in such form as **BoS** may reasonably require.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03323339

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OVER CASH DEPOSIT DATED THE 15th FEBRUARY 2000 AND CREATED BY STS SCHOOL TRAVEL SERVICE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 24th FEBRUARY 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 28th FEBRUARY 2000.

R/R
CD



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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