

Particulars of a mortgage or charge

A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

Name of company

* Robertson Education (Ingleby Barwick) Limited (the "Chargor")

Date of creation of the charge

9 November 2007

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

Legal Charge (the "Charge")

Amount secured by the mortgage or charge

All monies (whether of principal or otherwise), obligations and liabilities from time to time owing to the Finance Parties by the Chargor, whether actually or contingently, jointly or severally under or pursuant to the Financing Documents (the "Secured Obligations")

See Continuation sheet for definitions

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

Lloyds TSB Bank plc, 25 Gresham Street, London (the "Security Trustee")

Postcode EC2V 7HN

Presentor's name address and reference (if any)

Maclay Murray & Spens LLP
3 Glenfinlas Street
Edinburgh
EH3 6AQ

TZW/SXF/RJL/LLO/63/134

Time critical reference

TZW/SXF/RJL/LLO/63/134

For official Use (06/2)
Mortgage Section

MONDAY



A23

AS8ASUZ5
26/11/2007 250
COMPANIES HOUSE

A32

AZE13U09
15/11/2007 359
COMPANIES HOUSE

M

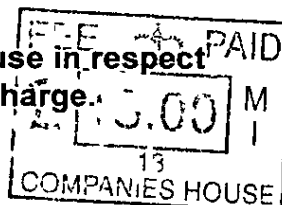
CHFP025

Please do not write in this margin

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

*insert full name of Company

034607 165
395



For official use

Company number

15

04375068

Short particulars of all the property mortgaged or charged

The Charged Assets

See Continuation sheet for definition

Please do not
write in
this margin

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed



FOR AND ON BEHALF OF
MACLAY MURRAY & STENS LLP

14/11/07

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

On behalf of ~~XXXXXXXXXXXXXXXXXXXX~~ (chargee) †

† delete as
appropriate

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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is **Companies House, Crown Way, Cardiff CF14 3UZ**.

Pursuant to Section 395 of the Companies Act 1985

Continuation sheet

To the Registrar of Companies

Name of company
Robertson Education (Ingleby Barwick)
Limited

Company number
04375068

Short particulars of all the property mortgaged or charge

All the property and rights of the Chargor described in paragraph 1 below (the “**Charged Assets**”)

1 Fixed Charge

The Chargor with full title guarantee and as a continuing security for the payment and discharge of the Secured Obligations

1.1 Property

hereby charges to the Security Trustee by way of first legal mortgage the leasehold property specified in the schedule of the Charge and all buildings, fixtures (including trade fixtures) and fixed plant and machinery for the time being on such property together with all rights, easements and privileges appurtenant to, or benefiting, the same,

1.2 Plant and Machinery

hereby charges to the Security Trustee by way of first fixed charge its interest in all plant, machinery and other equipment at the leasehold property specified in the schedule of the Charge for the time being and not included within clause 1.1 and its interest in the benefit of all contracts and warranties relating to the same,

1.3 Insurances

hereby charges to the Security Trustee (as security agent and trustee for and on behalf of the Banks) by way of first fixed charge all monies from time to time payable to the Chargor under or pursuant to the Insurances including without limitation the refund of any premiums, and

1.4 Equipment

hereby charges to the Security Trustee (as security agent and trustee for and on behalf of the Banks) by way of first fixed charge all fixtures and fittings and all machinery, equipment for the time being on the Property and belonging to the Chargor

In this form 395

"Banks" shall have the meaning given to it in the Loan Agreement,

"Deed of Novation" means the deed of novation entered into on or around the date of the Charge between *inter alia* the Chargor, Bank of Scotland plc (in various capacities) and Lloyds TSB Bank plc (in various capacities),

"Finance Parties" shall have the meaning given to it in the Loan Agreement,

"Financing Documents" shall have the meaning given to it in the Loan Agreement,

"Insurances" means all present and future contracts or policies of insurance effected by the Chargor or to which the Chargor is entitled in respect of the Property or otherwise in accordance with the Charge,

"Loan Agreement" means the loan agreement dated 23 April 2002 among *inter alia* the Chargor as Borrower and Bank of Scotland plc (formerly The Governor and Company of the Bank of Scotland) as Bank, Agent, Account Bank and Security Trustee (terms defined therein) in respect of sterling term loan facilities of £10,000,000 which rights and obligations thereunder have been transferred to Lloyds TSB Bank plc (in various capacities) under the terms of the Deed of Novation, and

"Property" means the assets of the Chargor described in clause 3.1.1 of the Charge, being in particular

- (1) The land at All Saints Secondary School
Blair Avenue
Ingleby Barwick
Stockton-on-Tees

as more particularly set out in a lease dated 4 October 2005 and made between (1) The York Diocesan Board of Finance Limited and (2) the Chargor

- (2) The land at Myton Park Primary School
Blair Avenue
Ingleby Barwick
Stockton-on-Tees

as more particularly set out in a lease dated 4 October 2005 and made between (1) The Council of the Borough of Stockton-on-Tees and (2) the Chargor

And references to the Property include where relevant any one or more of such assets and any part of such assets

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 04375068

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 9th NOVEMBER 2007 AND CREATED BY ROBERTSON EDUCATION (INGLEBY BARWICK) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE FINANCE PARTIES ON ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 26th NOVEMBER 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29th NOVEMBER 2007

P.C.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES