



Registration of a Charge

Company name: **ALPHA PLUS FOSTERING LIMITED**

Company number: **06019106**



X8FB9KGZ

Received for Electronic Filing: **03/10/2019**

Details of Charge

Date of creation: **25/09/2019**

Charge code: **0601 9106 0008**

Persons entitled: **LUCID TRUSTEE SERVICES LIMITED (AS SECURITY AGENT AND TRUSTEE)**

Brief description: **N/A**

Contains fixed charge(s).

Contains floating charge(s) .

Contains negative pledge.

Authentication of Form

This form was authorised by: **a person with an interest in the registration of the charge.**

Authentication of Instrument

Certification statement: **EXCEPT FOR MATERIAL REDACTED PURSUANT TO S.859G OF THE COMPANIES ACT 2006, I CERTIFY THAT THE ELECTRONIC COPY INSTRUMENT DELIVERED AS PART OF THIS APPLICATION**

**FOR REGISTRATION IS A CORRECT COPY OF THE ORIGINAL
INSTRUMENT.**

Certified by:

ALLEN & OVERY LLP



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 6019106

Charge code: 0601 9106 0008

The Registrar of Companies for England and Wales hereby certifies that a charge dated 25th September 2019 and created by ALPHA PLUS FOSTERING LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 3rd October 2019 .

Given at Companies House, Cardiff on 4th October 2019

The above information was communicated by electronic means and authenticated by the Registrar of Companies under section 1115 of the Companies Act 2006



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

SECURITY ACCESSION DEED

THIS SECURITY ACCESSION DEED is made on 25 September 2019

BETWEEN:

- (1) **THE CHARGORS** listed in Schedule 1 (each person being a "**New Chargor**"); and
- (2) **LUCID TRUSTEE SERVICES LIMITED** as trustee for each of the Secured Parties under and as defined in the Intercreditor Agreement (the "**Security Agent**").

RECITAL:

This deed is supplemental to a debenture dated 30 July 2019 between the Chargors (as defined therein) and the Security Agent (the "**Debenture**").

NOW THIS DEED WITNESSES as follows:

1. INTERPRETATION

1.1 Definitions

In this deed:

"**Excluded Accounts**" means any accounts opened or maintained by a New Chargor which operate to provide cash collateral to a third party and are (i) specified in Schedule 6 (*Excluded Accounts*) of this deed, or (ii) notified by the Parent to the Security Agent as Excluded Accounts **provided that** if at any time the cash amounts held in such accounts exceeds £450,000 (or its equivalent in other currency or currencies) or such other amount as may be agreed between the Parent and Agent (acting on the instructions of the Majority Lenders) in aggregate, each account together with the cash amounts held in each account shall not be excluded from clause 2.3(a) (*Specific Security*) and clause 2.4 (*Floating charge*) of this deed.

1.2 Terms defined in the Debenture

Capitalised terms defined in the Debenture have, unless expressly defined in this deed, the same meaning when used in this deed.

1.3 Construction

Clauses 1.2 (*Terms defined in the Intercreditor Agreement*) to 1.3 (*Construction*) of the Debenture will be deemed to be set out in full in this deed, but as if references in those clauses to the Debenture were references to this deed.

2. ACCESSION OF NEW CHARGORS

2.1 Accession

Each New Chargor agrees to be a Chargor for the purposes of the Debenture with immediate effect and agrees, subject to the terms of this deed, to be bound by all of the terms of the Debenture as if it had originally been a party to it as a Chargor.

2.2 Covenant to pay

Each New Chargor covenants with the Security Agent that it shall, on demand of the Security Agent pay, discharge and satisfy the Secured Obligations in accordance with the terms of the Debt Documents.

2.3 Specific Security

(a) Each New Chargor, as continuing security for the payment of the Secured Obligations, charges in favour of the Security Agent the following assets, both present and future, from time to time owned by it or in which it has an interest:

- (i) by way of first fixed charge, all of its rights, title and interest in and to:
 - (A) its Real Property and all Related Rights;
 - (B) its Tangible Moveable Property and all Related Rights to the extent not charged pursuant to paragraph(a)(i)(A) above);
 - (C) its Accounts and all Related Rights;
 - (D) its Monetary Claims other than any claims which are otherwise subject to a fixed charge or assignment (at law or in equity) pursuant to this deed) and all Related Rights (to the extent not already charged under this paragraph (a)(i)(D));
 - (E) its Investments and all dividends, interest and other monies payable in respect of those Investments and all Related Rights (whether derived by way of redemption, bonus, preference, options, substitution, conversion, compensation or otherwise);
 - (F) its Shares and all dividends, interest and other monies payable in respect of those Shares and all Related Rights (whether derived by way of redemption, bonus preference, options, substitution, conversion, compensation or otherwise);
 - (G) its Intellectual Property and all Related Rights;
 - (H) any goodwill, rights and claims in relation to the uncalled capital of each New Chargor;
 - (I) (to the extent not validly and effectively assigned pursuant to paragraph (ii) below) each Relevant Contract and each Insurance Policy of each New Chargor and all Related Rights in relation to those assets; and
 - (J) Real Property acquired by it after the date of this deed,

but excluding, for the avoidance of doubt, its rights, title and interest in and to any Excluded Assets, Excluded Shares, Excluded Accounts and/or Excluded Property.

- (ii) by way of assignment by way of security (subject to a proviso for reassignment on redemption), all of its rights, claims, title and interest in and to the proceeds of each:
 - (A) Insurance Policy of each New Chargor and all Related Rights; and
 - (B) Relevant Contracts to which each New Chargor is a party and all Related Rights.

2.4 Floating charge

- (a) Each New Chargor charges by way of first floating charge in favour of the Security Agent all its present and future assets and undertakings other than any Excluded Assets, Excluded Shares, Excluded Accounts and/or Excluded Property.
- (b) The floating charge created pursuant to paragraph (a) above shall be deferred in point of priority to all Fixed Security validly and effectively created by each New Chargor under the Debt Documents in favour of the Security Agent as security for the Secured Obligations.
- (c) The floating charge created by this Clause is a **qualifying floating charge** for the purpose of paragraph 14 of Schedule B1 to the Insolvency Act 1986.

3. CONSENT OF EXISTING CHARGORS

The existing Chargors agree to the terms of this deed and agree that its execution will in no way prejudice or affect the security granted by each of them under (and covenants given by each of them in) the Debenture.

4. CONSTRUCTION OF DEBENTURE

The Debenture and this deed shall be read together as one instrument on the basis that references in the Debenture to "this deed" or "this Debenture" will be deemed to include this deed.

5. NOTICES

Each New Chargors' address details for the purposes of notices are as set out opposite its name in Schedule 1.

6. GOVERNING LAW

This deed and all non-contractual obligations arising out of or in connection with it are governed by English law.

7. JURISDICTION

7.1 English Courts

The courts of England have exclusive jurisdiction to settle any dispute (a "**Dispute**") arising out of, or in connection with this deed (including a dispute relating to the existence, validity or termination of this deed or the consequences of its nullity or any non-contractual obligations arising out of or in connection with this deed).

7.2 Convenient Forum

The parties agree that the courts of England are the most appropriate and convenient courts to settle Disputes between them and, accordingly, that they will not argue to the contrary.

7.3 Exclusive Jurisdiction

This Clause 7 (Jurisdiction) is for the benefit of the Security Agent only. As a result and notwithstanding Clause 7.1 (English Courts), it does not prevent the Security Agent from taking

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proceedings relating to a Dispute in any other courts with jurisdiction. To the extent allowed by law the Security Agent may take concurrent proceedings in any number of jurisdictions.

IN WITNESS whereof this deed has been duly executed on the date first above written.

SCHEDULE 1
NEW CHARGORS

Name and Company Number of New Chargor	Jurisdiction of incorporation	Address details
Belton Associates (Group Holdings) Limited (CRN: 07875698)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Belton Associates Group Limited (CRN: 08033793)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Belton Associates Holdings Limited (CRN: 07877276)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Belton Associates Limited (CRN: 07879023)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Archway Care Limited (CRN: 04387904)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
NFAH Limited (CRN: 05989700)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
NFAG Limited (CRN: 05989704)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
The Foster Care Agency Limited (CRN: 04234023)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
The National Fostering Agency Limited (CRN: 03127814)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
The National Fostering Agency (Scotland) Limited (CRN: 05480281)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Brighter Futures Foster Care Ltd (CRN: 06846257)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Child Care Bureau Limited (CRN: 04222171)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Family Placement.com Limited (CRN: 04307071)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX

Independent Foster Care Services Limited (CRN: 04645203)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
NFA Partnerships Limited (CRN: 06730289)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
NFAP Limited (CRN: 06836218)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Alliance Foster Care Limited (CRN: 04249271)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Alpha Plus Fostering Limited (CRN: 06019106)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Care Administration & Management Services Limited (CRN: 02516955)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Children First Fostering Agency Limited (CRN: 03894588)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Jay Fostering Limited (CRN: 04822721)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Reach-Out Care Limited (CRN: 03816191)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Acorn Care 1 Limited (CRN: 07121783)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Acorn Care 2 Limited (CRN: 07121786)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Acorn Care 3 Limited (CRN: 07121805)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Acorn Care 4 Limited (CRN: 07121809)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Acorn Care and Education Limited (CRN: 05019430)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Heath Farm Limited (CRN: 02582284)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Heath Farm Family Services Limited (CRN: 05470925)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX

Acorn Academy of Direct Learning Limited (CRN: 11802253)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Kestrel House School Limited (CRN: 07442995)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Kestrel House London Limited (CRN: 06202086)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Acorn Norfolk Limited (CRN: 07448673)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Ascot College Limited (CRN: 08754705)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Belmont School Limited (CRN: 03292207)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Bramfield House School Limited (CRN: 05527671)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Crookhey Hall Limited (CRN: 02729238)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Hopscotch Solutions Limited (CRN: 03449322)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Fostering Solutions Limited (CRN: 04006225)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Focus on Fostering Limited (CRN: 04371679)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Fostering Solutions (Hitchin) Limited (CRN: 04614052)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Fostering Solutions (Northern) Limited (CRN: 05491569)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Pathway Care Group Limited (CRN: 05552469)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Pathway Care (Holdings) Limited (CRN: 04659182)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
National Fostering Agency West Limited (CRN: 04665971)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX

Pathway Care (Bristol) Limited (CRN: 04792033)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Pathway Care (Midlands) Limited (CRN: 04792028)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Pathway Care South West Limited (CRN: 05798137)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Knossington Grange School Limited (CRN: 01313496)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Longdon Hall School Limited (CRN: 07443059)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Meadowcroft Residential Schools Limited (CRN: 06050798)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Threemilestone Education Limited (CRN: 07490653)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Underley Educational Services (CRN: 03381128)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Underley Schools Limited (CRN: 03834802)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Pathway Care Solutions Group Limited (CRN: 04214622)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Pathway Care Solutions Limited (CRN: 04004053)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Pathway Care Solutions II Limited (CRN: 05047496)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Waterloo Lodge School Ltd (CRN: 03921801)	England and Wales	NFA Group, 1 Merchants Place, River Street, Bolton, BL2 1BX
Boston Holdco A Limited (CRN: 08516288)	England and Wales	Outcomes First Group, Turnpike Gate House, Alcester Heath, Alcester, Warwickshire B49 5JG
Outcomes First Group Holdings Limited (CRN: 08516278)	England and Wales	Outcomes First Group, Turnpike Gate House, Alcester Heath, Alcester, Warwickshire B49 5JG
Outcomes First Midco Limited (CRN: 08516295)	England and Wales	Outcomes First Group, Turnpike Gate House, Alcester Heath, Alcester,

		Warwickshire B49 5JG
Outcomes First Group Limited (CRN: 08516289)	England and Wales	Outcomes First Group, Turnpike Gate House, Alcester Heath, Alcester, Warwickshire B49 5JG
Hillcrest Childrens Services Limited (CRN: 04409479)	England and Wales	Outcomes First Group, Turnpike Gate House, Alcester Heath, Alcester, Warwickshire B49 5JG
Hillcrest Care Services Ltd (CRN: 07027492)	England and Wales	Outcomes First Group, Turnpike Gate House, Alcester Heath, Alcester, Warwickshire B49 5JG
Options Group Holdings Limited (CRN: 06909044)	England and Wales	Outcomes First Group, Turnpike Gate House, Alcester Heath, Alcester, Warwickshire B49 5JG
Hillcrest Childrens Services (2) Limited (CRN: 06924418)	England and Wales	Outcomes First Group, Turnpike Gate House, Alcester Heath, Alcester, Warwickshire B49 5JG
Options Autism (1) Limited (CRN: 04064685)	England and Wales	Outcomes First Group, Turnpike Gate House, Alcester Heath, Alcester, Warwickshire B49 5JG
Options Autism (2) Limited (CRN: 04228353)	England and Wales	Outcomes First Group, Turnpike Gate House, Alcester Heath, Alcester, Warwickshire B49 5JG
Options Autism (3) Limited (CRN: 06924421)	England and Wales	Outcomes First Group, Turnpike Gate House, Alcester Heath, Alcester, Warwickshire B49 5JG
Options Autism (4) Limited (CRN: 05697738)	England and Wales	Outcomes First Group, Turnpike Gate House, Alcester Heath, Alcester, Warwickshire B49 5JG
Options Autism (5) Limited (CRN: 05697730)	England and Wales	Outcomes First Group, Turnpike Gate House, Alcester Heath, Alcester, Warwickshire B49 5JG
Options Autism (6) Limited (CRN: 05323908)	England and Wales	Outcomes First Group, Turnpike Gate House, Alcester Heath, Alcester, Warwickshire B49 5JG
Options Central Services Limited (CRN: 06924424)	England and Wales	Outcomes First Group, Turnpike Gate House, Alcester Heath, Alcester, Warwickshire B49 5JG
Options Autism Holdings Limited (CRN: 06666918)	England and Wales	Outcomes First Group, Turnpike Gate House, Alcester Heath, Alcester, Warwickshire B49 5JG

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Options Autism Services Limited (CRN: 08662612)	England and Wales	Outcomes First Group, Turnpike Gate House, Alcester Heath, Alcester, Warwickshire B49 5JG
Options Autism (7) Limited (CRN: 03699012)	England and Wales	Outcomes First Group, Turnpike Gate House, Alcester Heath, Alcester, Warwickshire B49 5JG
Options Autism (8) Limited (CRN: 03953273)	England and Wales	Outcomes First Group, Turnpike Gate House, Alcester Heath, Alcester, Warwickshire B49 5JG

SCHEDULE 2**SHARES**

Name of New Chargor	Shares
Belton Associates (Group Holdings) Limited	2 ordinary shares of £1.00 each in the capital of Belton Associates Group Limited
Belton Associates Group Limited	1 ordinary share of £0.01 in the capital of Belton Associates Holdings Limited
Belton Associates Holdings Limited	1 ordinary share of £0.01 in the capital of Belton Associates Limited
Belton Associates Limited	151 ordinary shares of £1.00 each in the capital of Archway Care Limited
	48,650 ordinary shares of £0.01 each, 50,100 A ordinary shares of £0.01 each and 1,200 B ordinary shares of £0.01 in the capital of NFAH Limited
	100 ordinary shares of £1.00 in the capital of Brighter Futures Foster Care Ltd
	100 ordinary shares of £1.00 each in the capital of Child Care Bureau Limited
	100 ordinary shares of £1.00 each in the capital of Family Placement.com Limited
	1 ordinary share of £1.00 in the capital of Independent Foster Care Services Limited
	170 ordinary shares of £1.00 each, 800 A ordinary shares of £1.00 each and 10 B ordinary shares of £1.00 each in the capital of NFA Partnerships Limited
NFAH Limited	1 ordinary share of £0.01 in the capital of NFAG Limited

NFAG Limited	2 ordinary shares of £1.00 each in the capital of The Foster Care Agency Limited
	100 ordinary shares of £1.00 each in the capital of The National Fostering Agency Limited
	100 ordinary shares of £1.00 each in the capital of The National Fostering Agency (Scotland) Limited
NFA Partnerships Limited	1 ordinary share of £1.00 in the capital of NFAP Limited
NFAP Limited	100 ordinary shares of £1.00 each in the capital of Alliance Foster Care Limited
	900 ordinary shares of £1.00 each in the capital of Alpha Plus Fostering Limited
	2,500 ordinary shares of £0.10 each in the capital of Care Administration & Management Services Limited
	100 A ordinary shares of £1.00 each, 1 B ordinary share of £1.00 and 1 C ordinary share of £1.00 in the capital of Children First Fostering Agency Limited
	100 ordinary shares of £1.00 each in the capital of Jay Fostering Limited
Acorn Care 1 Limited	197,649,516 A ordinary shares of £0.10 each and 10 B ordinary shares of £0.10 each in the capital of Acorn Care 2 Limited
Acorn Care 2 Limited	195,499,750 A ordinary shares of £0.10 each and 10 B ordinary shares of £0.10 each in the capital of Acorn Care 3 Limited
Acorn Care 3 Limited	195,499,750 A ordinary shares of £0.10 each and 10 B ordinary shares of £0.10 each in the capital of Acorn Care 4 Limited

Acorn Care 4 Limited	40,085,211 A ordinary shares of £0.01 each and 376,389 E ordinary shares of £0.01 each in the capital of Acorn Care and Education Limited
Acorn Care and Education Limited	40,000 ordinary shares of £1.00 each in the capital of Heath Farm Limited
	1 ordinary share of £1.00 in the capital of Acorn Academy of Direct Learning Limited
	1 A ordinary share of £1.00 and 1 B ordinary share of £1.00 in the capital of Kestrel House School Limited
	1 ordinary share of £1.00 in the capital of Acorn Norfolk Limited
	1 ordinary share of £1.00 in the capital of Ascot College Limited
	900 ordinary shares of £1.00 each in the capital of Belmont School Limited
	100 ordinary shares of £1.00 each in the capital of Bramfield House School Limited
	1,000 ordinary shares of £1.00 each in the capital of Crookhey Hall Limited
	1,000 ordinary shares of £1.00 each in the capital of Hopscotch Solutions Limited
	10 A ordinary shares of £1.00 each and 1 B ordinary share of £0.10 in the capital of Fostering Solutions Limited
	20,000 ordinary shares of £1.00 each in the capital of Knossington Grange School Limited

	1 ordinary share of £1.00 in the capital of Longdon Hall School Limited
	100 ordinary shares of £1.00 each in the capital of Meadowcroft Residential Schools Limited
	1 ordinary share of £1.00 in the capital of Threemilestone Education Limited
	2 ordinary shares of £1.00 each in the capital of Underley Educational Services
	2 ordinary shares of £1.00 each in the capital of Underley Schools Limited
	2 ordinary shares of £1.00 each in the capital of Pathway Care Solutions Group Limited
	900 ordinary shares of £1.00 each in the capital of Waterloo Lodge School Limited
Heath Farm Limited	3 ordinary shares of £1.00 in the capital of Heath Farm Family Services Limited
Kestrel House School Limited	1 A ordinary share of £1.00 and 1 B ordinary share of £1.00 in the capital of Kestrel House London Limited
Fostering Solutions Limited	90 ordinary shares of £1.00 each in the capital of Focus on Fostering Limited
	1 ordinary share of £1.00 in the capital of Fostering Solutions (Hitchin) Limited
	8,569,606 A ordinary shares of £0.01 each and 9,005 B ordinary shares of £0.00001 each in the capital of Pathway Care Group Limited
Pathway Care Group Limited	1,500 ordinary shares of £1.00 each, 500 B ordinary shares of £1.00 each, 376 C preference shares of £1.00 each and 1,200 D preference shares of £1.00

	each in the capital of Pathway Care (Holdings) Limited
Pathway Care (Holdings) Limited	100 ordinary shares of £1.00 each in the capital of National Fostering Agency West Limited
	100 ordinary shares of £1.00 each in the capital of Pathway Care (Bristol) Limited
	100 ordinary shares of £1.00 each in the capital of Pathway Care (Midlands) Limited
	15,000 ordinary shares of £1.00 each in the capital of Pathway Care South West Limited
Pathway Care Solutions Group Limited	4 A ordinary shares of £1.00 each and 96 ordinary shares of £1.00 each in the capital of Pathway Care Solutions Limited
	4 A ordinary shares of £1.00 each and 96 ordinary shares of £1.00 each in the capital of Pathway Care Solutions II Limited
Boston Holdco A Limited	1,026,388,441 ordinary shares of £0.01 each in the capital of Outcomes First Group Holdings Limited
Outcomes First Group Holdings Limited	13,607,173 ordinary shares of £1.00 each in the capital of Outcomes First Midco Limited
Outcomes First Midco Limited	13,607,173 ordinary shares of £1.00 each in the capital of Outcomes First Group Limited
Outcomes First Group Limited	5 A ordinary shares of £1.00 each and 5 B ordinary shares of £1.00 each in the capital of Hillcrest Childrens Services Limited
	50,002,489 ordinary shares of £0.01 each in the capital of Options Group Holdings Limited
	100 ordinary shares of £1.00 each in the capital of

	Options Autism Holdings Limited
Hillcrest Childrens Services Limited	100 ordinary shares of £1.00 each in the capital of Hillcrest Care Services Ltd
Options Group Holdings Limited	1 ordinary share of £0.01 in the capital of Hillcrest Childrens Services (2) Limited
	100 ordinary shares of £0.01 each in the capital of Options Autism (1) Limited
	500,000 ordinary shares of £1.00 each in the capital of Options Autism (2) Limited
	1 ordinary share of £0.01 in the share capital of Options Autism (3) Limited
	100 ordinary shares of £0.01 each in the capital of Options Autism (4) Limited
	100 ordinary shares of £0.01 each in the capital of Options Autism (5) Limited
	100 ordinary shares of £0.01 each in the capital of Options Autism (6) Limited
	1 ordinary share of £0.01 in the capital of Options Central Services Limited
Options Autism Holdings Limited	100 ordinary shares of £1.00 each in the capital of Options Autism Services Limited
	140 ordinary shares of £1.00 each in the capital of Options Autism (7) Limited
	87 ordinary shares of £1.00 each in the capital of Options Autism (8) Limited

SCHEDULE 3

ACCOUNTS

Chargor	Account name	Account number	Sort code
Crookhey Hall Limited	N/A	3589	
Heath Farm Family Services Limited	N/A	7415	
Meadowcroft Residential Schools Limited	N/A	9819	
Meadowcroft Residential Schools Limited	N/A	0309	
Belmont School Limited	N/A	1586	
Hopscotch Solutions Limited	N/A	4953	
Knossington Grange School Limited	N/A	6883	
Kestrel House London Limited	N/A	6692	
Underley Schools Limited	N/A	7096	
Meadowcroft Residential Schools Limited	N/A	6933	
Ascot College Limited	N/A	1092	
Bramfield House School Limited	N/A	4396	
Threemilestone Education Limited	N/A	7958	
Acorn Norfolk Limited	N/A	9294	
Waterloo Lodge School Limited	N/A	4196	

Longdon Hall School Limited	N/A	8167	
Underley Educational Services	N/A	8296	
Heath Farm Limited	N/A	0296	
Acorn Care and Education Limited	N/A	4046	
Heath Farm Family Services Limited	N/A	7147	
Pathway Care South West Limited	N/A	9064	
Fostering Solutions (Northern) Limited	N/A	1945	
Focus on Fostering Limited	N/A	2280	
Fostering Solutions Limited	N/A	2576	
Pathway Care (Midlands) Limited	N/A	3921	
Pathway Care (Bristol) Limited	N/A	9545	
Fostering Solutions (Hitchin) Limited	N/A	0673	
Acorn Care and Education Limited	N/A	4849	
Acorn Care and Education Limited	N/A	8469	
Acorn Care 4 Limited	N/A	2519	
Acorn Care and Education Limited	N/A	5586	
Acorn Care and Education Limited	N/A	4087	

Acorn Care and Education Limited	N/A	████9743	████
Acorn Care and Education Limited	N/A	████6964	████
Acorn Care and Education Limited	N/A	████5567	████
Family Placement.com Limited	N/A	████1939	████
Family Placement.com Limited	N/A	████6138	████
Family Placement.com Limited	N/A	████8249	████
Family Placement.com Limited	N/A	████5485	████
The Foster Care Agency Limited	N/A	████5548	████
NFAG Limited	N/A	████6757	████
Care Administration & Management Services Limited	N/A	████5599	████
Archway Care Limited	N/A	████5513	████
The National Fostering Agency (Scotland) Limited	N/A	████5602	████
Alliance Foster Care Limited	N/A	████5467	████
The National Fostering Agency Limited	N/A	████5440	████
Alpha Plus Fostering Limited	N/A	████5556	████
Jay Fostering Limited	N/A	████5564	████
Children First Fostering Agency Limited	N/A	████5572	████

Belton Associates Limited	N/A	████5580	████
Brighter Futures Foster Care Limited	N/A	████3566	████
Child Care Bureau Limited	N/A	████8121	████
Independent Foster Care Services Limited	N/A	████3665 -	████
Independent Foster Care Services Limited	N/A	████8823	████
Reach-Out Care Limited	N/A	████7340	████
Pathway Care Solutions II Limited	N/A	████0097	████
Pathway Care Solutions Group Limited	N/A	████0127	████
Pathway Care Solutions Limited	N/A	████0143	████
Pathway Care Solutions Group Limited	N/A	████0437	████
Pathway Care Solutions Limited	N/A	████0453	████
Pathway Care Solutions Group Limited	N/A	████0461	████
Pathway Care Solutions Group Limited	N/A	████0488	████
Pathway Care Solutions Group Limited	N/A	████0518	████
Pathway Care Solutions Group Limited	N/A	████0526	████

Pathway Care Solutions II Limited	N/A	0550	
Pathway Care Solutions II Limited	N/A	0577	
Pathway Care Solutions II Limited	N/A	0593	
Pathway Care Solutions Limited	N/A	0623	
Pathway Care Solutions II Limited	N/A	0631	
Pathway Care Solutions II Limited	N/A	0666	
Pathway Care Solutions II Limited	N/A	0674	
Pathway Care Solutions II Limited	N/A	0682	
Pathway Care Solutions II Limited	N/A	0690	
Pathway Care Solutions II Limited	N/A	0704	
Pathway Care Solutions II Limited	N/A	0712	
Pathway Care Solutions Group Limited	N/A	2588	
Pathway Care Solutions Group Limited	N/A	2596	
Acorn Norfolk Limited	N/A	2172	
Acorn Norfolk Limited	N/A	2180	
Acorn Norfolk Limited	N/A	2199	
Acorn Norfolk Limited	N/A	2202	

Execution Version

Acorn Norfolk Limited	N/A	■■■■2229	■■■■■
Pathway Care Solutions II Limited	N/A	■■■■2503	■■■■■
Pathway Care Solutions II Limited	N/A	■■■■2538	■■■■■
Pathway Care Solutions II Limited	N/A	■■■■9608	■■■■■
Pathway Care Solutions Group Limited	N/A	■■■■1675	■■■■■
Acorn Norfolk Limited	N/A	■■■■2627	■■■■■
Acorn Norfolk Limited	N/A	■■■■2635	■■■■■
Acorn Norfolk Limited	N/A	■■■■2643	■■■■■
Acorn Norfolk Limited	N/A	■■■■2651	■■■■■
Underley Schools Limited	N/A	■■■■0102	■■■■■
Underley Schools Limited	N/A	■■■■0110	■■■■■
Underley Schools Limited	N/A	■■■■0129	■■■■■
Underley Schools Limited	N/A	■■■■0137	■■■■■
Underley Schools Limited	N/A	■■■■0145	■■■■■
Underley Schools Limited	N/A	■■■■0153	■■■■■
Underley Schools Limited	N/A	■■■■0161	■■■■■
Underley Schools Limited	N/A	■■■■0188	■■■■■
Underley Schools Limited	N/A	■■■■0196	■■■■■

Underley Schools Limited	N/A	0218	
Underley Schools Limited	N/A	0226	
Underley Schools Limited	N/A	0234	
Underley Schools Limited	N/A	0242	
Underley Schools Limited	N/A	0250	
Underley Schools Limited	N/A	0269	
The National Fostering Agency (Scotland) Limited	N/A	4170	
The National Fostering Agency Limited	N/A	4162	
The Foster Care Agency Limited	N/A	4146	
The National Fostering Agency Limited	N/A	4815	
The Foster Care Agency Limited	N/A	7664	
The National Fostering Agency (Scotland) Limited	N/A	8274	
The National Fostering Agency Limited	N/A	9688	
The National Fostering Agency Limited	N/A	9661	
Outcomes First Midco Limited	N/A	2541	
Options Autism Holdings Limited	N/A	9715	

Hillcrest Care Services Limited	N/A	0020	
Options Autism (7) Limited	N/A	6041	
Options Autism (8) Limited	N/A	7420	
Options Autism Services Limited	N/A	7130	
Hillcrest Childrens Services Limited	N/A	9600	
Hillcrest Childrens Services Limited	N/A	1360	
Options Autism (8) Limited	N/A	4060	
Options Autism (8) Limited	N/A	4468	
Hillcrest Childrens Services Limited	N/A	5560	
Hillcrest Childrens Services Limited	N/A	5968	
Options Autism (8) Limited	N/A	7460	
Options Autism (7) Limited	N/A	1860	
Options Autism (1) Limited	N/A	5768	
Options Autism (3) Limited	N/A	6168	
Options Autism (6) Limited	N/A	6660	
Options Group Holdings Limited	N/A	3060	
Options Autism (4) Limited	N/A	4968	
Options Central Services Limited	N/A	5368	

Execution Version

Options Autism (2) Limited	N/A	████ 5368	████
Hillcrest Childrens Services (2) Limited	N/A	████ 4768	████
Options Autism (5) Limited	N/A	████ 9868	████
Options Autism (4) Limited	N/A	████ 2560	████
Hillcrest Childrens Services (2) Limited	N/A	████ 3368	████

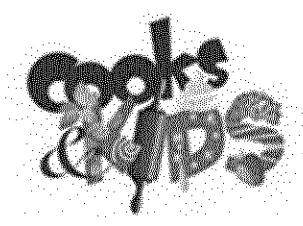
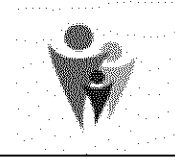
SCHEDULE 4
INTELLECTUAL PROPERTY

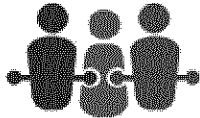
Patents

None at the date of this deed

Trademarks

Proprietor	TM Number	Jurisdiction	Apparent status	Classes	Mark text
Belton Associates Limited	UK00002499303	UK	Registered	9, 16, 41, 43, 45	NATIONAL FOSTERING AGENCY (Series of 5)
Belton Associates Limited	UK00002499304	UK	Registered	9, 16, 41, 43, 45	NFA (Series of 3)
Belton Associates Limited	UK00002499305	UK	Registered	9, 16, 41, 43, 45	NFA / NATIONAL FOSTERING AGENCY (Series of 2)
Belton Associates Limited	UK00002540386	UK	Registered	9, 16, 41, 43, 45	NFAP (Series of 3)
Belton Associates Limited	UK00002540387	UK	Registered	9, 16, 41, 43, 45	 (Series of 3)
Belton Associates Limited	UK00002540388	UK	Registered	9, 16, 41, 43, 45	ALPHAPLUS FOSTERING (Series of 3)
Belton Associates Limited	009319112	EU	Registered	9, 16, 41, 43, 45	CHILDREN ARE THE HEART OF EVERYTHING WE DO (plus logo)
Belton Associates Limited	UK00002540151	UK	Registered	9, 16, 41, 43, 45	ALLIANCE FOSTER CARE (Series of 3)

Belton Associates Limited	UK00002578038	UK	Registered	9, 16, 41	
Belton Associates Limited	UK00003317348	UK	Registered	9, 16, 41, 43, 45	LITTLE STEPS, BIG OUTCOMES (logo) (Series of 2)
Belton Associates Limited	UK00002367390 A	UK	Registered	41, 43, 45	NFA (Series of 2)
Belton Associates Limited	UK00002367390 B	UK	Registered	41, 43, 45	NFA (black & white and colour)
Belton Associates Limited	UK00002367389 A	UK	Registered	41, 43, 45	NATIONAL FOSTERING AGENCY (Series of 2)
Belton Associates Limited	UK00002367389 B	UK	Registered	41, 43, 45	
Belton Associates Limited	UK00003023768	UK	Registered	9, 16, 41, 43, 45	
Belton Associates Limited	UK00003023771	UK	Registered	9, 16, 41, 43, 45	Fostering Relations
Belton Associates Limited	UK00003023767	UK	Registered	9, 16, 41, 43, 45	

Belton Associates Limited	UK00003157249	UK	Registered	41, 45	HEATH FARM
Belton Associates Limited	UK00003157251	UK	Registered	41, 45	 (Series of 2)
Belton Associates Limited	UK00002539560	UK	Registered	35, 41, 45	 (Series of 2)
Belton Associates Limited	UK00003157247	UK	Registered	45	 (Series of 2)
Belton Associates Limited	UK00003158344	UK	Registered	45	 (Series of 2)
Belton Associates Limited	UK00003157244	UK	Registered	41, 43, 45	ACORN BETTER DAYS, BETTER LIVES
Belton Associates Limited	UK00003157245	UK	Registered	43, 45	
Belton Associates Limited	UK00003158343	UK	Registered	43, 45	ACORN (Series of 4)

Pathway Care Group Limited	UK00002483945	UK	Registered	45	PATHWAY CARE
Belton Associates Limited	UK00002540389	UK	Registered	9, 16, 41, 43, 45	CHILDREN ARE THE HEART OF EVERYTHING WE DO (Series of 4)
Belton Associates Limited	UK00003416416	UK	Examination	9, 16, 41	ACORN DIGITAL LEARNING AN INCLUSIVE ONLINE SCHOOL (series of 2)
Belton Associates Limited	UK00003416412	UK	Examination	9, 16, 41	 An inclusive online school
Hillcrest Childrens Services Ltd	010665636	EU	Registered	35, 36, 41, 43, 44, 45	 Positive Actions Positive Outcomes
Hillcrest Childrens Service Limited	UK00002582182	UK	Registered	35, 36, 41, 43, 44, 45	 Positive Actions Positive Outcomes
Hillcrest Childrens Service Limited	UK00002592269	UK	Registered	35, 36, 41, 43, 44, 45	HILLCREST
Hillcrest Childrens Service Limited	UK00002592274	UK	Registered	35, 36, 41, 43, 44, 45	HILLCREST CARE
Outcomes First Group Holdings Limited	UK00003366828	UK	Registered	35, 36, 41, 43, 44, 45	OUTCOMES FIRST Group
Outcomes First Group Holdings Limited	UK00003366831	UK	Registered	35, 36, 41, 43, 44, 45	

Outcomes First Group Holdings Limited	UK00003366835	UK	Registered	35, 36, 41, 43, 44, 45	
Outcomes First Group Holdings Limited	UK00003366839	UK	Registered	35, 36, 41, 43, 44, 45	SUNFLOWER FOSTERING
Outcomes First Group Holdings Limited	UK00003366841	UK	Registered	35, 36, 41, 43, 44, 45	
Outcomes First Group Holdings Limited	UK00003366847	UK	Registered	35, 36, 41, 43, 44, 45	
Hillcrest Autism Holdings Limited (now known as Options Autism Holdings Limited)	UK00002592939	UK	Registered	35, 36, 41, 43, 44, 45	HILLCREST AUTISM SERVICES

SCHEDULE 5
RELEVANT CONTRACTS
None at the date of this deed

SCHEDULE 6
EXCLUDED ACCOUNTS

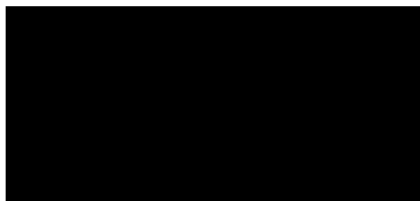
Account holder	Account name	Account number	Sort code
Hillcrest Childrens Services Limited	Lloyds Bank Re Hillcrest Childrens Services	■■■■4968	■■■■■
Kestrel House London Limited	Barclays Bank PLC Re Kestrel House London Limited	■■■■7209	■■■■■
Acorn Norfolk Limited	Barclays Bank PLC Re Acorn Norfolk Limited	■■■■8119	■■■■■
Options Autism (1) Limited	Barclays Bank PLC Re New Options Limited	■■■■5319	■■■■■
Options Autism (4) Limited	Barclays Bank PLC Re New Options (2) Limited	■■■■4403	■■■■■
Options Autism (5) Limited	Barclays Bank PLC Re New Options (3) Ltd.	■■■■3419	■■■■■

EXECUTION PAGES TO SECURITY ACCESSION DEED

THE NEW CHARGORS

EXECUTED as a DEED by

**BELTON ASSOCIATES
(GROUP HOLDINGS)
LIMITED** acting by a director in
the presence of:



Signature of witness:



Name (in BLOCK CAPITALS):

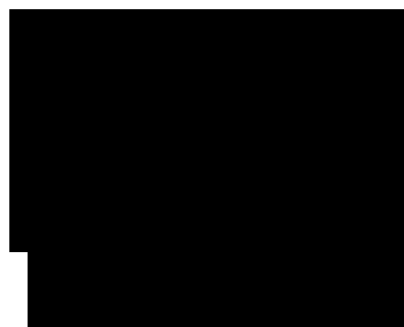
ROSS CRICKSHANKS

Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**BELTON ASSOCIATES
GROUP LIMITED** acting by a
director in the presence of:



Signature of witness:

Name (in BLOCK CAPITALS):

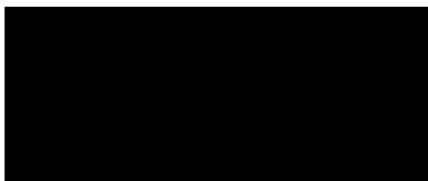
ROSS CRICKSHANKS

Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**BELTON ASSOCIATES
HOLDINGS LIMITED** acting by
a director in the presence of:



Signature of witness:



Name (in BLOCK CAPITALS):

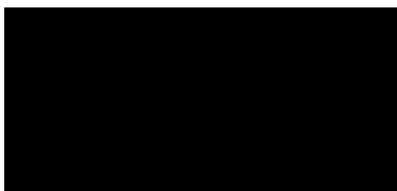
ROSS QUICKMAN

Address:

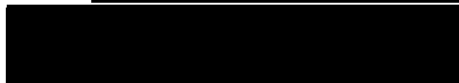
Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**BELTON ASSOCIATES
LIMITED** acting by a director in
the presence of:



Signature of witness:



Name (in BLOCK CAPITALS):

ROSS QUICKMAN

Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

ARCHWAY CARE LIMITED
acting by a director in the presence
of:

Signature of witness:

Name (in BLOCK CAPITALS):

ROSS ORULICKHANKS

Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

NFAH LIMITED acting by a
director in the presence of:

Signature of witness:

Name (in BLOCK CAPITALS):

ROSS ORULICKHANKS

Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

NFAG LIMITED acting by a
director in the presence of:

Signature of witness:

Name (in BLOCK CAPITALS):

ROSS CRICKSHANKS

Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**THE FOSTER CARE AGENCY
LIMITED** acting by a director in
the presence of:

Signature of witness:

Name (in BLOCK CAPITALS):

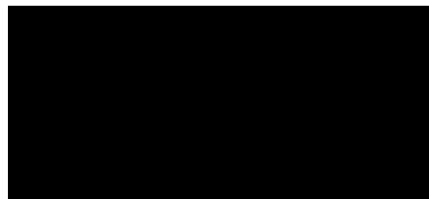
ROSS CRICKSHANKS

Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**THE NATIONAL FOSTERING
AGENCY LIMITED** acting by a
director in the presence of:



Signature of witness:



Name (in BLOCK CAPITALS):

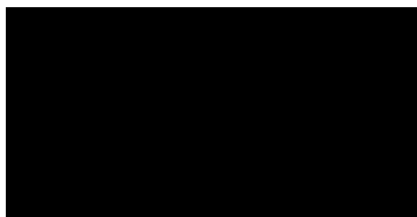
ROSS CRICKJANKS

Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**THE NATIONAL FOSTERING
AGENCY (SCOTLAND)
LIMITED** acting by a director in
the presence of:



Signature of witness:



Name (in BLOCK CAPITALS):

ROSS CRICKJANKS

Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**BRIGHTER FUTURES
FOSTER CARE LTD** acting by a
director in the presence of:

Signature of witness:

Name (in BLOCK CAPITALS):

ROSS CRICKSHANKS

Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**CHILD CARE BUREAU
LIMITED** acting by a director in
the presence of:

Signature of witness:

Name (in BLOCK CAPITALS):

ROSS CRICKSHANKS

Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**FAMILY PLACEMENT.COM
LIMITED** acting by a director in
the presence of:

Signature of witness:



Name (in BLOCK CAPITALS):

ROSS CRICKSHANKS

Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**INDEPENDENT FOSTER
CARE SERVICES LIMITED**
acting by a director in the presence
of:

Signature of witness:



Name (in BLOCK CAPITALS):

ROSS CRICKSHANKS

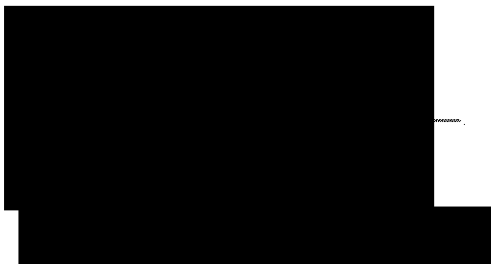
Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**NFA PARTNERSHIPS
LIMITED** acting by a director in
the presence of:

Signature of witness:



Name (in BLOCK CAPITALS):

ROSS CRICKSHANKS

Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

NFAP LIMITED acting by a
director in the presence of:

Signature of witness:



Name (in BLOCK CAPITALS):

ROSS CRICKSHANKS

Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**ALLIANCE FOSTER CARE
LIMITED** acting by a director in
the presence of:

Signature of witness:



Name (in BLOCK CAPITALS):

ROSS CRUCKSHANKS

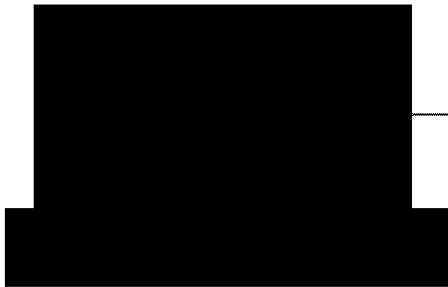
Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**ALPHA PLUS FOSTERING
LIMITED** acting by a director in
the presence of:

Signature of witness:



Name (in BLOCK CAPITALS):

ROSS CRUCKSHANKS

Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**CARE ADMINISTRATION &
MANAGEMENT SERVICES
LIMITED** acting by a director in
the presence of:

Signature of witness:

Name (in BLOCK CAPITALS):

ROSS CRICKSHANKS

Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**CHILDREN FIRST
FOSTERING AGENCY
LIMITED** acting by a director in
the presence of:

Signature of witness:

Name (in BLOCK CAPITALS):

ROSS CRICKSHANKS

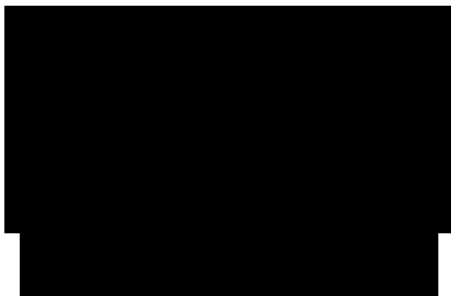
Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

JAY FOSTERING LIMITED
acting by a director in the presence
of:

Signature of witness:



Name (in BLOCK CAPITALS):

ROSS CRICKHANKS

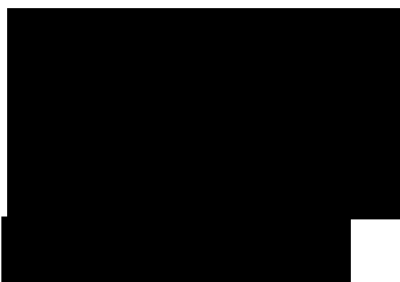
Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

REACH-OUT CARE LIMITED
acting by a director in the presence
of:

Signature of witness:



Name (in BLOCK CAPITALS):

ROSS CRICKHANKS

Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

ACORN CARE 1 LIMITED
acting by a director in the presence
of:

Signature of witness:



Name (in BLOCK CAPITALS):

ROSS CRICKSHANKS

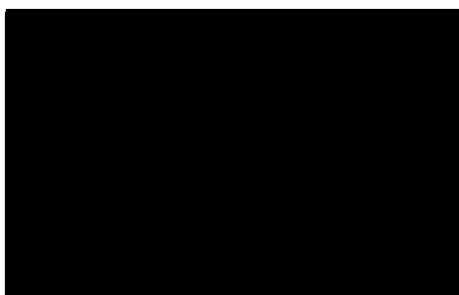
Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

ACORN CARE 2 LIMITED
acting by a director in the presence
of:

Signature of witness:



Name (in BLOCK CAPITALS):

ROSS CRICKSHANKS

Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

ACORN CARE 3 LIMITED
acting by a director in the presence
of:

Signature of witness:



Name (in BLOCK CAPITALS):

ROSS CRICKSHANKS

Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

ACORN CARE 4 LIMITED
acting by a director in the presence
of:

Signature of witness:



Name (in BLOCK CAPITALS):

ROSS CRICKSHANKS

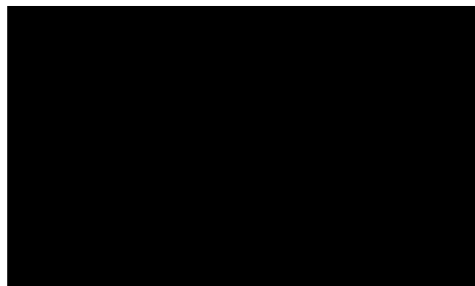
Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**ACORN CARE AND
EDUCATION LIMITED** acting
by a director in the presence of:

Signature of witness:



Name (in BLOCK CAPITALS):

ROSS CRICKHANKS

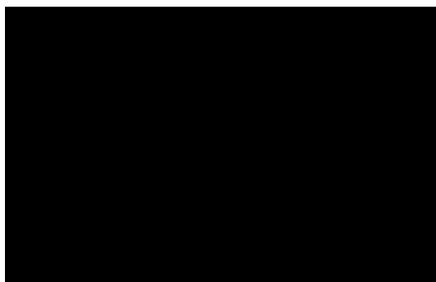
Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

HEATH FARM LIMITED acting
by a director in the presence of:

Signature of witness:



Name (in BLOCK CAPITALS):

ROSS CRICKHANKS

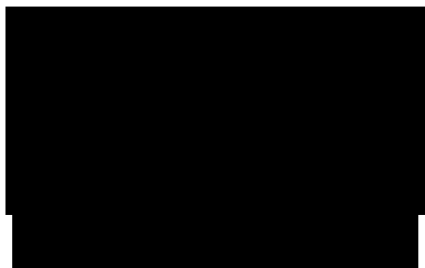
Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**HEATH FARM FAMILY
SERVICES LIMITED** acting by
a director in the presence of:

Signature of witness:



Name (in BLOCK CAPITALS):

ROSS CRICKSHANKS

Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**ACORN ACADEMY OF
DIRECT LEARNING LIMITED**
acting by a director in the presence
of:

Signature of witness:



Name (in BLOCK CAPITALS):

ROSS CRICKSHANKS

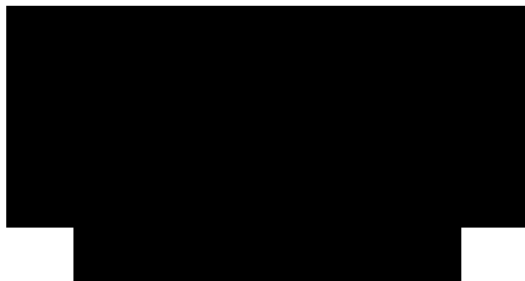
Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**KESTREL HOUSE SCHOOL
LIMITED** acting by a director in
the presence of:

Signature of witness:



Name (in BLOCK CAPITALS):

ROSS CRICKSHANKS

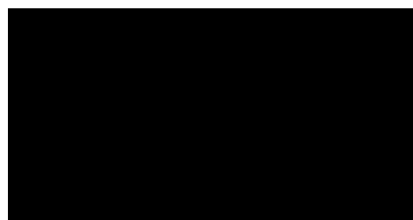
Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**KESTREL HOUSE LONDON
LIMITED** acting by a director in
the presence of:

Signature of witness:



Name (in BLOCK CAPITALS):

ROSS CRICKSHANKS

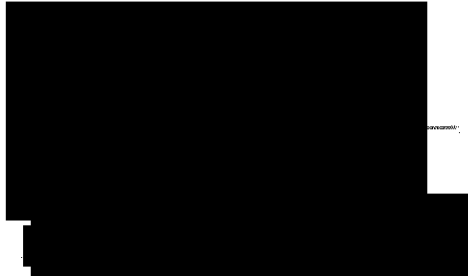
Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

ACORN NORFOLK LIMITED
acting by a director in the presence
of:

Signature of witness:



Name (in BLOCK CAPITALS):

ROSS CRICKMAN

Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

ASCOT COLLEGE LIMITED
acting by a director in the presence
of:

Signature of witness:



Name (in BLOCK CAPITALS):

ROSS CRICKMAN

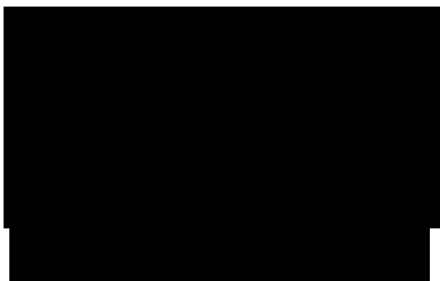
Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**BELMONT SCHOOL
LIMITED** acting by a director in
the presence of:

Signature of witness:



Name (in BLOCK CAPITALS):

ROSS CRICKHANKS

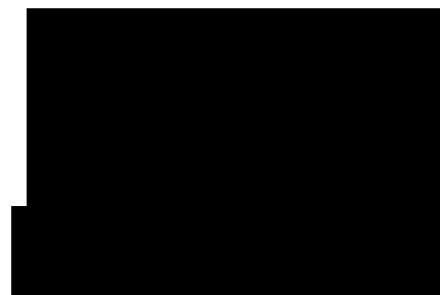
Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**BRAMFIELD HOUSE
SCHOOL LIMITED** acting by a
director in the presence of:

Signature of witness:



Name (in BLOCK CAPITALS):

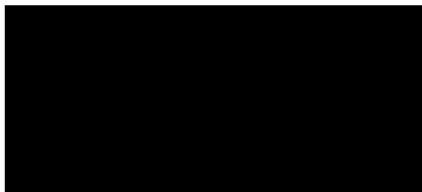
ROSS CRICKHANKS

Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

CROOKHEY HALL LIMITED
acting by a director in the presence
of:



Signature of witness:



Name (in BLOCK CAPITALS):

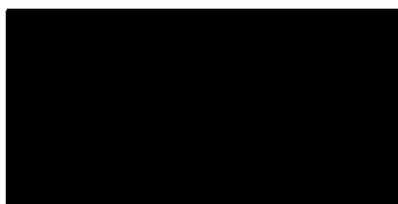
ROSS CRICKSHANKS

Address:

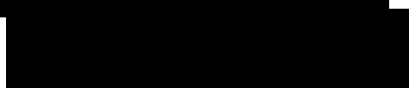
Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**HOPSCOTCH SOLUTIONS
LIMITED** acting by a director in
the presence of:



Signature of witness:



Name (in BLOCK CAPITALS):

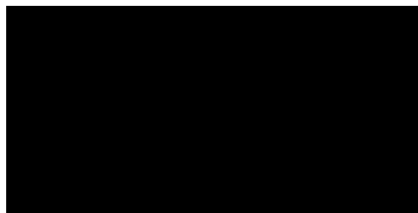
ROSS CRICKSHANKS

Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**FOSTERING SOLUTIONS
LIMITED** acting by a director in
the presence of:



Signature of witness:



Name (in BLOCK CAPITALS):

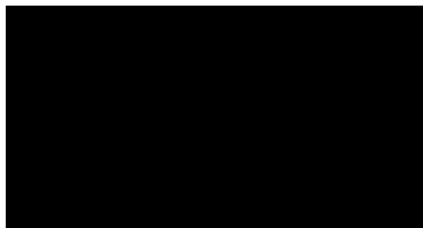
ROSS CRICKSHANKS

Address:

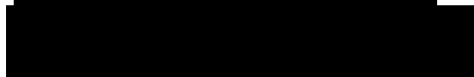
Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**FOCUS ON FOSTERING
LIMITED** acting by a director in
the presence of:



Signature of witness:



Name (in BLOCK CAPITALS):

ROSS CRICKSHANKS

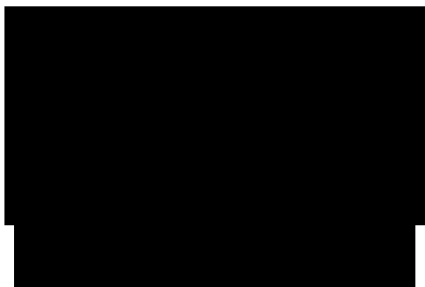
Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**FOSTERING SOLUTIONS
(HITCHIN) LIMITED** acting by
a director in the presence of:

Signature of witness:



Name (in BLOCK CAPITALS):

ROSS CRUICKSHANKS

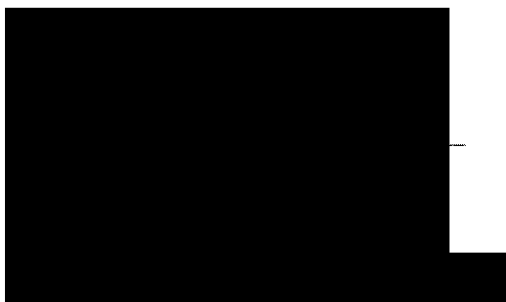
Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**FOSTERING SOLUTIONS
(NORTHERN) LIMITED** acting
by a director in the presence of:

Signature of witness:



Name (in BLOCK CAPITALS):

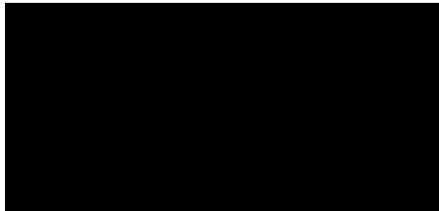
ROSS CRUICKSHANKS

Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**PATHWAY CARE GROUP
LIMITED** acting by a director in
the presence of:



Signature of witness:



Name (in BLOCK CAPITALS):

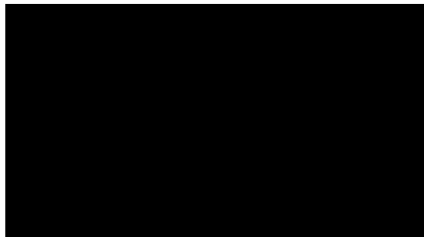
ROSS CRICKSHANKS

Address:

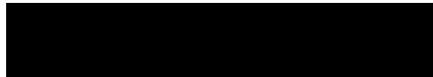
Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**PATHWAY CARE
(HOLDINGS) LIMITED** acting
by a director in the presence of:



Signature of witness:



Name (in BLOCK CAPITALS):

ROSS CRICKSHANKS

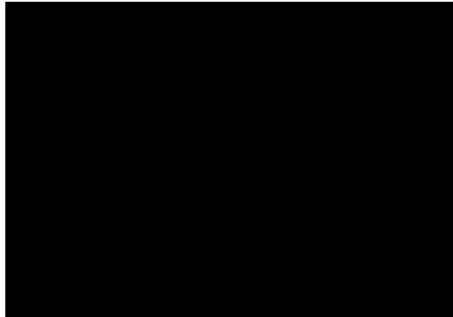
Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**NATIONAL FOSTERING
AGENCY WEST LIMITED**
acting by a director in the presence
of:

Signature of witness:



Name (in BLOCK CAPITALS):

ROSS CRICKSHANK

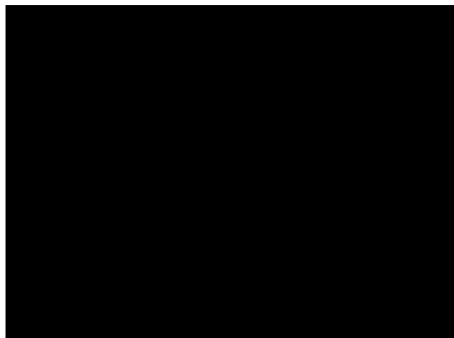
Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**PATHWAY CARE (BRISTOL)
LIMITED** acting by a director in
the presence of:

Signature of witness:



Name (in BLOCK CAPITALS):

ROSS CRICKSHANK

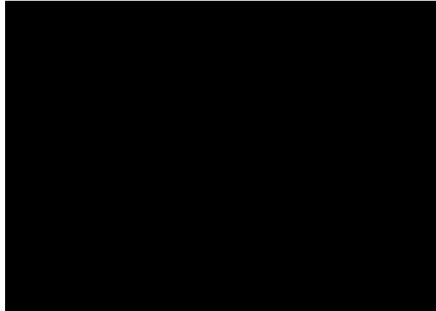
Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

PATHWAY CARE
(MIDLANDS) LIMITED acting
by a director in the presence of:

Signature of witness:



Name (in BLOCK CAPITALS):

ROSS CRICKSHANK

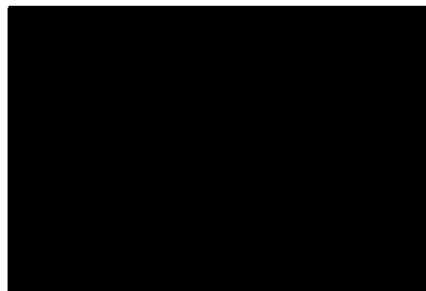
Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

PATHWAY CARE SOUTH
WEST LIMITED acting by a
director in the presence of:

Signature of witness:



Name (in BLOCK CAPITALS):

ROSS CRICKSHANK

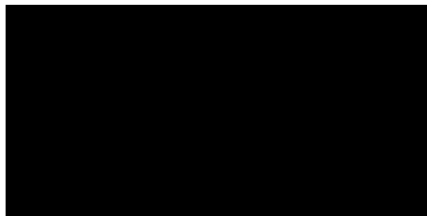
Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**KNOSSINGTON GRANGE
SCHOOL LIMITED** acting by a
director in the presence of:

Signature of witness:



Name (in BLOCK CAPITALS):

Ross QUICKSHANKS

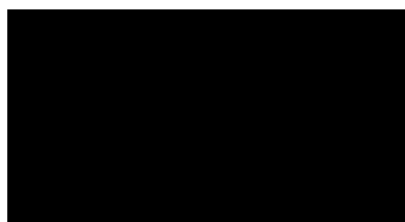
Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**LONGDON HALL SCHOOL
LIMITED** acting by a director in
the presence of:

Signature of witness:



Name (in BLOCK CAPITALS):

Ross QUICKSHANKS

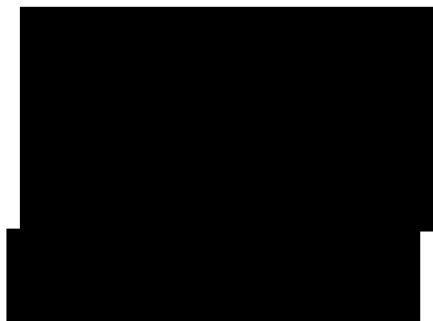
Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**MEADOWCROFT
RESIDENTIAL SCHOOLS
LIMITED** acting by a director in
the presence of:

Signature of witness:



Name (in BLOCK CAPITALS):

ROSS QUICKHANKS

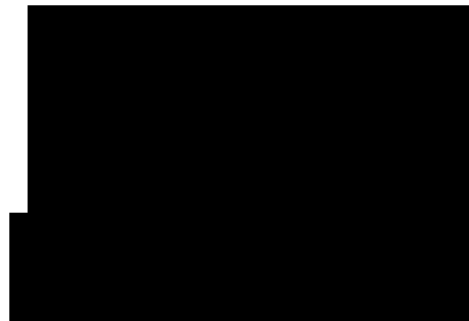
Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**THREEMILESTONE
EDUCATION LIMITED** acting
by a director in the presence of:

Signature of witness:



Name (in BLOCK CAPITALS):

ROSS QUICKHANKS

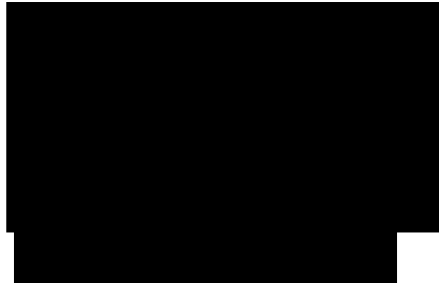
Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**UNDERLEY EDUCATIONAL
SERVICES** acting by a director in
the presence of:

Signature of witness:



Name (in BLOCK CAPITALS):

LESS CRUICKSHANKS

Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**UNDERLEY SCHOOLS
LIMITED** acting by a director in
the presence of:

Signature of witness:



Name (in BLOCK CAPITALS):

LESS CRUICKSHANKS

Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

PATHWAY SOLUTIONS LIMITED **CARE GROUP**
acting by a director in
the presence of:

Signature of witness:

Name (in BLOCK CAPITALS):

Address:

ROSS CRUICKSHANKS

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

PATHWAY SOLUTIONS LIMITED **CARE GROUP**
acting by a director in the presence of:

Signature of witness:

Name (in BLOCK CAPITALS):

Address:

ROSS CRUICKSHANKS

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

PATHWAY CARE
SOLUTIONS II LIMITED acting
by a director in the presence of:

Signature of witness:

Name (in BLOCK CAPITALS):

ROSS GRUCKSHANK

Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

WATERLOO LODGE
SCHOOL LTD acting by a
director in the presence of:

Signature of witness:

Name (in BLOCK CAPITALS):

ROSS GRUCKSHANK

Address:

Dickson Minto
Broadgate Tower
20 Primrose Street
London EC2A 2EW

EXECUTED as a DEED by

**BOSTON HOLDCO A
LIMITED** acting by a director in
the presence of:



Signature of witness:



Name (in BLOCK CAPITALS):

SOANNE SCOTT

Address:

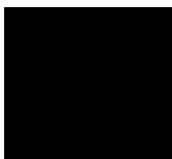
1 DAMSON CLOSE, WALKWOOD, REDDITCH B97SWA

EXECUTED as a DEED by

**OUTCOMES FIRST GROUP
HOLDINGS LIMITED** acting by
a director in the presence of:



Signature of witness:



Name (in BLOCK CAPITALS):

SOANNE SCOTT

Address:

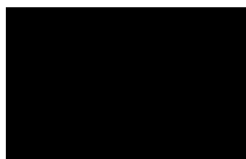
1 DAMSON CLOSE, WALKWOOD, REDDITCH,
B97 SWA

EXECUTED as a DEED by

**OUTCOMES FIRST MIDCO
LIMITED** acting by a director in
the presence of:



Signature of witness:



Name (in BLOCK CAPITALS):

SOANNE SCOTT

Address:

1 DAMSON CLOSE, WALKWOOD,
REDDITCH, B97 3WA

EXECUTED as a DEED by

**OUTCOMES FIRST GROUP
LIMITED** acting by a director in
the presence of:



Signature of witness:



Name (in BLOCK CAPITALS):

SOANNE SCOTT

Address:

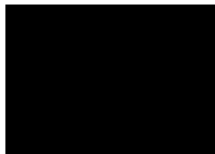
1 DAMSON CLOSE, WALKWOOD,
REDDITCH, B97 3WA

EXECUTED as a DEED by

**HILLCREST CHILDRENS
SERVICES LIMITED** acting by
a director in the presence of:



Signature of witness:



Name (in BLOCK CAPITALS):

JOANNE SCOTT

Address:

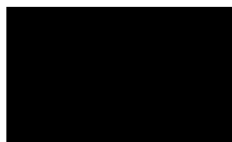
1 DAMSON CLOSE, WALKWOOD,
REDDITCH, B97 5WA

EXECUTED as a DEED by

**HILLCREST CARE SERVICES
LTD** acting by a director in the
presence of:



Signature of witness:



Name (in BLOCK CAPITALS):

JOANNE SCOTT

Address:

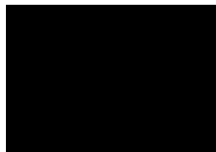
1 DAMSON CLOSE, WALKWOOD,
REDDITCH, B97 5WA

EXECUTED as a DEED by

**OPTIONS GROUP HOLDINGS
LIMITED** acting by a director in
the presence of:



Signature of witness:



Name (in BLOCK CAPITALS):

JOANNE SCOTT

Address:

1 DAMSON CLOSE, WALKWOOD,
REDDITCH, B97 5WA

EXECUTED as a DEED by

**HILLCREST CHILDRENS
SERVICES (2) LIMITED** acting
by a director in the presence of:



Signature of witness:



Name (in BLOCK CAPITALS):

JOANNE SCOTT

Address:

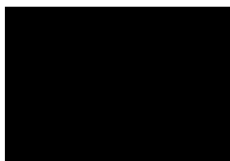
1 DAMSON CLOSE, WALKWOOD,
REDDITCH, B97 5WA

EXECUTED as a DEED by

OPTIONS AUTISM (1)
LIMITED acting by a director in
the presence of:



Signature of witness:



Name (in BLOCK CAPITALS):

SOANNE SCOTT

Address:

1 DAMSON CLOSE, WALKWOOD,
REDDITCH, B97 5WA

EXECUTED as a DEED by

OPTIONS AUTISM (2)
LIMITED acting by a director in
the presence of:



Signature of witness:



Name (in BLOCK CAPITALS):

SOANNE SCOTT

Address:

1 DAMSON CLOSE, WALKWOOD,
REDDITCH, B97 5WA

EXECUTED as a DEED by

OPTIONS AUTISM (3)
LIMITED acting by a director in
the presence of:



Signature of witness:



Name (in BLOCK CAPITALS):

JOANNE SCOTT

Address:

1 DAMSON CLOSE, WALKWOOD,
REDDITCH, B97 5WA

EXECUTED as a DEED by

OPTIONS AUTISM (4)
LIMITED acting by a director in
the presence of:



Signature of witness:



Name (in BLOCK CAPITALS):

JOANNE SCOTT

Address:

1 DAMSON CLOSE, WALKWOOD,
REDDITCH, B97 5WA

EXECUTED as a DEED by

OPTIONS **AUTISM** (5)
LIMITED acting by a director in
the presence of:



Signature of witness:



Name (in BLOCK CAPITALS):

JOANNE SCOTT

Address:

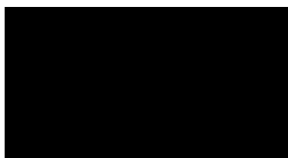
1 DAMSON CLOSE, WALKWOOD,
REDDITCH, B97 5WA.

EXECUTED as a DEED by

OPTIONS **AUTISM** (6)
LIMITED acting by a director in
the presence of:



Signature of witness:



Name (in BLOCK CAPITALS):

JOANNE SCOTT

Address:

1 DAMSON CLOSE, WALKWOOD,
REDDITCH, B97 5WA

EXECUTED as a DEED by

**OPTIONS CENTRAL
SERVICES LIMITED** acting by
a director in the presence of:



Signature of witness:



Name (in BLOCK CAPITALS):

JOANNE SCOTT

Address:

1 DAMSON CLOSE, WALKWOOD,
REDDITCH, B97 5WA.

EXECUTED as a DEED by

**OPTIONS AUTISM
HOLDINGS LIMITED** acting by
a director in the presence of:



Signature of witness:



Name (in BLOCK CAPITALS):

JOANNE SCOTT

Address:

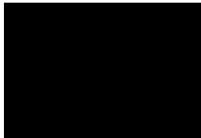
1 DAMSON CLOSE, WALKWOOD,
REDDITCH, B97 5WA

EXECUTED as a DEED by

**OPTIONS AUTISM SERVICES
LIMITED** acting by a director in
the presence of:



Signature of witness:



Name (in BLOCK CAPITALS):

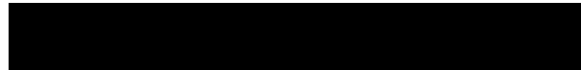
DOANNE SCOTT

Address:

1 DAMSON CLOSE, WALKWOOD
REDDITCH, B97 5WA

EXECUTED as a DEED by

**OPTIONS AUTISM (7)
LIMITED** acting by a director in
the presence of:



Signature of witness:



Name (in BLOCK CAPITALS):

DOANNE SCOTT

Address:

1 DAMSON CLOSE, WALKWOOD
REDDITCH, B97 5WA

EXECUTED as a DEED by

OPTIONS AUTISM (8)
LIMITED acting by a director in
the presence of:

Signature of witness:

Name (in BLOCK CAPITALS):

SOANNE SCOTT

Address:

1 DAMSON CLOSE, WALKWOOD,
REDDITCH, B97 5WJ

THE SECURITY AGENT

EXECUTED as a DEED by
**LUCID TRUSTEE SERVICES
LIMITED**

Signature of witness:

Christopher Eastlake
Authorised Signatory

Name (in BLOCK CAPITALS): **KHUSHBU JAIN**

Address: 6th Floor
1 London Wall Buildings
London Wall, London
EC2M 5PG