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legibly, preferably
in black type, or
bold block lettering

*insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

121

1386499

Name of company

* ST. BEDES SCHOOL TRUST (SUSSEX) LTD

Date of creation of the charge

17TH NOVEMBER 1998

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

(LEGAL CHARGE) **DEBENTURE**

Amount secured by the mortgage or charge

ALL MONEY NOW DUE OR THEREAFTER BECOMES DUE, OR FROM TIME TO TIME
ACCRUING FROM THE COMPANY TO GIROBANK PLC ON ANY ASSET WHATSOEVER.

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

GIROBANK PLC, BOOTLE, MERSEYSIDE, GIR 0AA

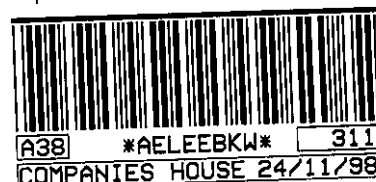
Presentor's name address and
reference (if any):

Dawson & Co
2 New Square
Lincoln's Inn
London
WC2A 3RZ

Time critical reference

For official use
Mortgage Section

Post room



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1. THE FREEHOLD AND LEASEHOLD PROPERTY OF THE COMPANY BOTH PRESENT AND FUTURE AND ALL FIXTURES (INCLUDING TRADE FIXTURES) FIXED PLANT AND MACHINERY FROM TIME TO TIME ON ANY SUCH PROPERTY.

2. ALL BOOKS DEBTS BOTH PRESENT AND FUTURE DUE OR OWING TO THE COMPANY AND THE BENEFIT OF ALL RIGHTS RELATING THERETO INCLUDING (WITHOUT PREJUDICE TO THE GENERALITY OF THE FOREGOING) NEGOTIABLE INSTRUMENTS LEGAL AND EQUITABLE CHARGES RESERVATION OR PROPRIETARY RIGHTS OF TRACING AND UNPAID VENDORS' LIENS AND SIMILAR AND ASSOCIATED RIGHTS.

3. THE GOODWILL AND UNCALLED CAPITAL OF THE COMPANY BOTH PRESENT AND FUTURE.

4. THE UNDERTAKING AND ALL PROPERTY AND ASSETS OF THE COMPANY BOTH PRESENT AND FUTURE INCLUDING (WITHOUT PREJUDICE TO THE GENERALITY OF THE FOREGOING) (a) THE PREMISES FIRSTLY SECONDLY AND THIRDLY DESCRIBED (IN AND SO FAR AS THE CHARGES THEREON OR ON ANY PART OR PARTS THEREOF HEREIN CONTAINED SHALL FOR ANY REASON BE INEFFECTIVE AS FIXED CHARGES) (b) THE UNDERTAKING AND ALL PROPERTY OF THE COMPANY, HERITABLE AND MOVEABLE, BOTH PRESENT AND FUTURE, FROM TIME TO TIME WHILE THIS SECURITY IS IN FORCE COMPRISED IN THE PROPERTY OF THE COMPANY AND SITUATED IN SCOTLAND AND

Particulars as to commission allowance or discount (note 3)

Signed



Date 23 November 1998

On behalf of [company] [mortgagee/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.

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**Particulars of a mortgage or charge
(continued)**

Continuation sheet No 1
to Form No 395 and 410 (Scot)

CHA 116

Please complete
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bold block lettering

Company Number

1386499

Name of Company

ST. BEDE'S SCHOOL TRUST (SUSSEX)

Limited*

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Please complete
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bold block lettering

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

Please complete
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bold block lettering

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WHETHER OR NOT SUBJECT TO AN EFFECTIVE FIXED CHARGE AND (c) BENEFICIAL INTERESTS IN AND RELATING TO LAND (SO FAR AS THE SAME ARE CAPABLE OF BEING CHARGED).

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THE CHARGES CREATED BEING FIXED FIRST CHARGES (AND AS REGARDS ALL THOSE PARTS OF THE PREMISES DESCRIBED NOW VESTED IN THE COMPANY SHALL CONSTITUTE A CHARGE BY WAY OF LEGAL MORTGAGE THEREON) AND AS PREMISES FOURTHLY DESCRIBED SHALL BE A FLOATING CHARGE.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01386499

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 17th NOVEMBER 1998 AND CREATED BY ST. BEDE'S SCHOOL TRUST (SUSSEX) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO GIROBANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 24th NOVEMBER 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 26th NOVEMBER 1998.

A handwritten signature in dark ink, appearing to read 'R. N. Owens'.

RICHARD NEIL OWENS
for the Registrar of Companies

A large, stylized handwritten signature in dark ink, possibly reading 'JP'.



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