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*insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

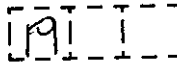
395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number



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

Amount secured by the mortgage or charge

ALL MONEY AND LIABILITIES WHICH SHALL FOR THE TIME BEING BE DUE OWING OR
INCURRED TO THE BANK WHETHER ACTUALLY OR CONTINGENTLY AND OTHER COSTS
CHARGES AND EXPENSES INCURRED BY THE BANK IN RELATION TO THE CHARGE OR
IN ENFORCING THE SECURITY.

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

GIROBANK PLC, BOOTLE, MERSEYSIDE, GIR 0AA

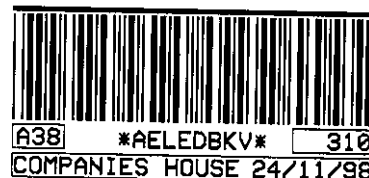
Presentor's name address and
reference (if any):

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

For official use
Mortgage Section

Post room

Time critical reference



Short particulars of all the property mortgaged or charged

SHALOME, COLDHARBOUR ROAD, UPPER DICKER, EAST SUSSEX
(Title ESX116535) AND ALL BUILDINGS, TRADE AND OTHER FIXTURES FIXED PLANT
AND MACHINERY FROM TIME TO TIME THEREON.

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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.

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 LEGAL CHARGE 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 IN RELATION TO THE CHARGE OR IN ENFORCING THE SECURITY 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, handwritten mark in the bottom left corner, resembling the letter 'P'.

A handwritten signature or set of initials in the bottom left corner, below the 'P' mark.



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