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COMPANIES FORM No. 395

Particulars of a mortgage or charge**395**Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

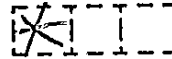
M129

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

To the Registrar of Companies

For official use

Company number



1895417

Name of company

* Teacherboards (1985) Limited

* Insert full name
of company

Date of creation of the charge

- 8 MAY 1990

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

Fixed and Floating Charge dated

- 8 MAY 1990

Amount secured by the mortgage or charge

All monies and liabilities now or at any time hereafter due owing or incurred to the Bank by the Company in any way whatsoever.

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

Midland Bank plc, whose registered office is at Poultry, in the City of London.

Postcode EC2P 2BX

Presentor's name address and
reference (if any):14/5
Midland Bank plc
POULTRY
LONDON EC2P 2BXFor official use
Mortgage Section REGISTERED Postroom

14 MAY 1990



Time critical reference

Short particulars of all the property mortgaged or charged

Please do not
write in
this margin

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

First Fixed Charge on all book debts and other debts now and from time to time hereafter due owing or incurred to the Company other than such of the said debts as the Bank may have specifically agreed in writing to exclude from such first fixed charge; and

Floating Charge on all other the Undertaking of the Company and all its property whatsoever and wheresoever both present and future including its uncalled capital for the time being and such of the book debts and other debts referred to above which are not charged under the said first fixed charge (collectively called "the assets") but so that the Company shall not except with the prior written consent of the Bank:

- (a) create or permit to subsist over all or any of the assets any mortgage charge lien pledge or other security ranking in priority to or *pari passu* with the said floating charge; or
- (b) part with sell or dispose of all or except in the ordinary course of the Company's business and for the purpose of carrying on the same any of the assets; or
- (c) deal with its book debts or other debts or securities for money forming part of the assets otherwise than in the ordinary course of getting in and realising the same which course shall not include or extend to the selling or assigning or in any other way factoring or discounting of any of the said debts or securities.

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Date

8 MAY 1990

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

I hereby certify that a mortgage or charge dated the 8th MAY 1990
and created by TEACHERBOARDS (1985) LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to MIDLAND BANK plc

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 14th MAY 1990

Given under my hand at the Companies Registration Office,
Cardiff the 17th MAY 1990

No. 1895417

A handwritten signature in dark ink, appearing to be 'M. A. Smith'.

M. A. SMITH

an authorised officer

C.69a



COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Please do not
write in this
binding margin

Pursuant to section 395 of the Companies Act 1985

M87

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

To the Registrar of Companies

For official use

Company Number

✓									
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1895417

Name of Company

* TEACHERBOARDS (1985) LIMITED

* Insert full name
of company

Date of creation of the charge

26th March 1992

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

Mortgage Debenture

Amount secured by the mortgage or charge

All liabilities of the Company present and future actual and/or contingent to National Westminster Bank PLC

69A

10 APR 1992

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

National Westminster Bank PLC

41 Lothbury

London

Postcode

EC2P 2BP

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

National Westminster Bank PLC
Legal Services - Securities Dept.
King's Cross House
200 Pentonville Road
London N1 9HL

Presenter's Reference
and/or telephone number

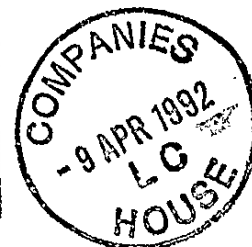
071-239 8205

For official use
Mortgage Section

Post room

REGISTERED

- 9 APR 1992



Time critical reference

56-00-36

Short particulars of all the property mortgaged or charged

(a) A specific equitable charge over the company's estate or interest in all freehold or leasehold properties for the time being belonging to or charged to the Company other than the property hereinafter described and the proceeds of sale thereof.

(b) A specific charge over all stocks shares or other securities in any subsidiary companies or any other company for the time being.

(c) A specific charge over all Book and other Debts for the time being but so that the Company shall pay into the Company's account with the Bank all moneys which it may receive in respect of such debts and shall not without the prior consent in writing of the Bank sell factor discount or otherwise charge or assign the same in favour of any other person or purport to do so and the Company shall if called upon so to do by the Bank from time to time execute legal assignments of such book debts and other debts to the Bank.

(d) A specific charge over its goodwill and the benefit of any licences.

(e) A floating charge over the undertaking and all other property and assets present and future but so that the Company shall not without the Bank's consent create any mortgage or charge ranking in priority to or pari passu with this charge.

~~XXXXXX by way of legal mortgage over the undivided property and the proceeds of the sale thereof~~

Please do not
write in this
binding margin

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

Particulars as to commission allowance or discount

Nil

Per pro
National Westminster Bank PLC
Legal Services - Securities Dept.
King's Cross House
200 Pentonville Road, London N1 9HL

Please see notes below.

Signed [Signature]
On behalf of mortgagee [Signature]

Date 5 APR 1999

Notes

(a) A description of the instrument, eg 'Trust Deed', 'Mortgage', 'Debenture', etc. as the case may be, should be given.

(b) The rate of interest payable under the terms of the Debentures should not be entered.

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

I hereby certify that a mortgage or charge dated the 26th MARCH 1992
and created by TEACHERBOARDS (1985) LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to NATIONAL WESTMINSTER BANK PLC

on any account whatsoever

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 9th APRIL 1992

Given under my hand at the Companies Registration Office,
Cardiff the 14th APRIL 1992

No. 1895417

L/C.
14.4.92.
SL.


an authorised officer

C.69a

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COMPANIES FORM No. 403a

Declaration of satisfaction in full or in part of mortgage or charge

403a

Please do not
write in
this margin

Pursuant to section 403(1) 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

[] [] [] []

01895417

K

Name of company

* TEACHERBOARDS (1985) LIMITED* insert full name
of companyI, EDMUND RYSZARD RACZKOWSKIof MILTON HEWS, HARTON ROAD, GARGRAVE, NORTH YORKSHIRE, BD23 3NN† delete as
appropriate

MCH

a director ~~the secretary~~ of the above company, do solemnly and sincerely declare that the debt for‡ insert a description
of the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.which the charge described below was given has been paid or satisfied in [full] ~~[part]~~ ‡Date and Description of charge ‡ FIXED AND FLOATING CHARGEDate of Registration 8TH MAY 1992Name and address of [chargee] [trustee for the debenture holders] MIDLAND BANK PLC
7, PROSPECT CRESCENT, HARROGATE, NORTH YORKSHIRE, HG1 1RNo the date of
registration may be
confirmed from the
certificate

Short particulars of property charged ‡

§ insert brief
details of
propertyAnd I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

Declared at

Harrogate North Yorkshire

Declarant to sign below

the 4th day of JUNE 1992one thousand nine hundred and NINETY TWObefore me M. H. H. H. H.A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for OathsPresentor's name address and
reference (if any):2/6
Auber Horsfield
Stanley House
55 Little Horton Lane
Bensford
KINGSTONFc Use
Mortgage Section

REGISTERED

11 JUN 1992

Post room

Short particulars of all the property mortgaged or charged

The property hereinafter described ('the property') and the proceeds of sale thereof together with a floating charge over all moveable plant machinery implements utensils furniture and equipment at any time placed upon or used in or about the property and an assignment of the goodwill and connection of any business or businesses from time to time carried on in or upon the property or any part or parts thereof together with the full benefit of all licences including any registrations viz:

The freehold property known as land at Airedale Business Park Skipton North Yorkshire more particularly described in a Transfer dated 1 June 1994 and made between Whiterose Garages (Yorkshire) Limited(1) the Company(2)

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

Nil

Per pro
National Westminster Bank Plc
UKBB, Advances Department
Litigation, Technical & Securities
King's Cross House
200 Pentonville Road, London N1 9HL

Please see notes below.

Signed C. Donovan

Date _____

On behalf of mortgagee _____

Notes

(a) A description of the instrument, eg 'Trust Deed', 'Mortgage', 'Debeniture', etc. as the case may be, should be given.

(b) The rate of interest payable under the terms of the Debentures should not be entered.

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY No. 01895417

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL MORTGAGE DATED THE 1st JUNE 1994 AND CREATED BY TEACHERBOARDS (1985) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NATIONAL WESTMINSTER BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 20th JUNE 1994.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23rd JUNE 1994.

P. G. M. A.
23 JUN 1994

for the Registrar of Companies

