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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

CHFP025

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

Please do not write in this margin

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

*insert full name of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use Company number



04048932

Name of company

* NU SCHOOLS FOR REDBRIDGE LIMITED (the "Provider")

Date of creation of the charge

8 March 2002

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

Deed of Floating Charge dated 8 March 2002 between (1) the Provider and (2) the Investor (as defined below) (the "Deed")

Amount secured by the mortgage or charge

all present and future moneys, debts and liabilities due, owing or incurred by the Provider to the Investor pursuant to the Funding and Development Agreement or any other Finance Document (in each case, whether alone or jointly, or jointly and severally, with any other person, whether actually or contingently and whether as principal, guarantor, surety or otherwise) (the "Liabilities")

"Funding and Development Agreement" means a Funding and Development Agreement dated 27 July 2001 between (1) the Provider, (2) the Investor and (3) NU 3Ps Limited;

"Finance Document" means the Funding and Development Agreement, the Deed, the Deed of Security Assignment and any other deed or document entered into or given pursuant to any of the foregoing.

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

Norwich Union Public/Private Partnership Fund, acting by its general partner NUPPP (GP) Limited (the "Investor")
St Helens, 1 Undershaft
London

Postcode EC39 3DQ

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

Nabarro Nathanson
Lacoin House
Theobald's Road
London
WC1X 8RW

AA/DHJ/N0807/34/2155895

Time critical reference

For official Use
Mortgage Section

Post room



LD9
COMPANIES HOUSE

0210
22/03/02

Short particulars of all the property mortgaged or charged

see rider A attached

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 *Nelmaro Nathanson*

Date *21.03.02*

On behalf of [company] [mortgagee/chargee] †

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

† 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 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF14 3UZ

Rider A to the Form 395 particulars of a mortgage or charge for NU Schools for Redbridge Limited (company number 04048932) in relation to a Deed of Floating Charge dated 8 March 2002 between (1) the Provider and (2) the Investor:

The Provider, with full title guarantee and as security for the payment of all Liabilities, charges in favour of the Investor by way of first floating charge its undertaking and all its assets, both present and future (including assets validly made subject to any fixed charge pursuant to the Finance Documents)

The charge includes negative covenants as follows:

Security

The Provider shall not create nor permit to subsist any Security over the Charged Assets other than Security in favour of the Investor created pursuant to the terms of the Funding and Development Agreement.

Disposal

The Provider shall not (nor shall it agree to) enter into a single transaction or a series of transactions (whether related or not and whether voluntary or involuntary) to sell, lease, transfer or otherwise dispose of the Charged Assets except as permitted by the Funding and Development Agreement.

For these purposes:

“Charged Assets”

subject to clause 15 (Discharge of Security) of the Deed, the assets from time to time subject or expressed to be subject to, the Charges or any part of those assets

“Charges”

all or any of the Security created or expressed to be created by or pursuant to the Deed

“Security”

any mortgage, charge, pledge, lien, right of set-off, or other security interest securing the obligations of any person or any other agreement having a similar effect

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04048932

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF FLOATING CHARGE DATED THE 8th MARCH 2002 AND CREATED BY NU SCHOOLS FOR REDBRIDGE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NORWICH UNION PUBLIC/PRIVATE PARTNERSHIP FUND 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 22nd MARCH 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 26th MARCH 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

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1051
NB