



CHFP041

## COMPANIES FORM No. 395

## Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

395

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

08 4446 / 10

Please do not write in this margin

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

\* Insert full name of company

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

For official use Company number



04987376

Name of company

\* EDUZONE LIMITED

Date of creation of the charge

30 APRIL 2004

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

Legal and General Charge between the Company and Abbey National Plc (the "Mortgagee").

Amount secured by the mortgage or charge

All and any part of the money and liabilities becoming due to the Mortgagee and each and every one of its subsidiary companies (as defined by Section 736 of the Companies Act 1985) (the "Group") from the Company whether on the Company's own account or jointly with any other person, whenever and however incurred, whether now or in the future, including all interest, costs, charges and expenses payable by the Company or any such person.

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

Abbey National Plc of 2 Triton Square, Regents Place London (the "Mortgagor")

Postcode NW1 3AN

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

Howard Kennedy  
19 Cavendish Square  
London W1A 2AW  
DX 42748 Oxford Circus  
North

Time critical reference  
FK1/23619/55

For official use  
Mortgage section

Post room



A24  
COMPANIES HOUSE

\*AQQZOUV2\*

0325  
06/05/04

Com 395-1/2

Short particulars of all the property mortgaged or charged

*Differ from  
Deed*

1. with full title guarantee, charges the (leasehold) premises at 172 Clapham Park Road, London SW4 registered at HM Land Registry with title number SGL369146 (the "Property") as legal owner and the whole and any part of or interest in any freehold or leasehold property including any beneficial interest in it or its sale proceeds, now or in the future vested in belonging to, or charged to the Company, together with all buildings fixtures fittings and all moveable plant machinery implements utensils furniture and equipment from time to time placed on or used in or about such property as well as any sums which (under any statute or law or contract and whether as of right or ex gratia or otherwise) may be or become payable in respect of all or any part of the Property and Other Property (as defined below) which is or becomes subject to the Legal and General Charge (the "Real Property") or any damage or injury to it or depreciation to it and the benefit of any other obligation security right or indemnity affecting or concerning the Real Property; all rights, licences, guarantees, rent deposits, contracts, deeds, undertakings and warranties relating to the Real Property; any shares or membership rights; any goodwill of any business from time to time carried on at Real Property; any rental and other money payable under any lease, license or other interest created in respect of Real Property; (see Continuation Sheet 1)

Please do not write in this margin

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

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Particulars as to commission allowance or discount (note 3)

Signed HOWARD KENNEDY

Date 30 APRIL 2004

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.
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 CF4 3UZ.

## Particulars of a mortgage or charge (continued)

Please do not  
write in this  
margin

Continuation sheet No 1  
to Forms Nos 395 and 410 (Scot)

Company number

04987376

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

Name of company

EDUZONE LIMITED

Limited\*

\*Delete if  
inappropriate

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

Legal and General Charge

1

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

Please do not write  
in this margin

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

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

Short particulars of all the property mortgaged or charged (continued)

Please do not  
write in this  
margin

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

any rental and other money payable under any lease, license or other interest created in respect of the Property; vested in the Company at the date of the Legal and General Charge by way of legal mortgage to the Mortgagee;

2. Charges by way of fixed charge:

a. Other Property at any time vested in the Company;

b. all the Company's uncalled capital for the time being and all its current or future patents patent applications inventions trademarks trade names registered designs copyrights know-how and other intellectual property rights and all licences and ancillary rights, benefits, royalties and other income deriving from these rights ("Intellectual Property Rights") and all other freehold and leasehold property now or in the future in which the Company has or acquires any legal or beneficial interest;

c. any legal or beneficial interest which the Company has (whether at the date of the Legal and General Charge or in the future) in all and any stocks shares and other securities of any kind including all allotments accretions offers rights benefits and advantages whatsoever at any time accruing offered or arising in respect of the same whether by way of redemption bonus preference option dividend interest or otherwise and all the Company's rights and interests in and claims under all policies of insurance and assurance now or in the future held by or enuring to the Company's benefit ("Securities");

d. all plant and machinery at the date of the Legal and General Charge or in the future belonging to the Company (excluding any plant and machinery for the time being forming part of the Company's stock in trade or work in progress) and all trade and other fixtures fixed plant and machinery and chattels at the date of the Legal and General Charge or at any time hired or leased by the Company to any other person together in each case with the benefit of the related hiring or leasing contract and any guarantee indemnity or other security for the performance of the obligations of any person under such contract ("Stock in Trade and Plant") so far as it not charged in paragraphs (a) to (d) above;

e. all the Company's interests at the date of the Legal and General Charge or in the future belonging to the Company in or over land or its proceeds of sale, all licences at the date of the Legal and General Charge or in future held by the Company to enter upon or use land, the benefit of all agreements including any easements, restrictive covenants or other rights relating to land to which the Company is or may become party or otherwise entitled and all trade and tenant's fixtures plant and machinery at the date of the Legal and General Charge and in the future annexed for whatever purpose to the Real Property ("Land Interests") not effectively charged by paragraphs 1, 2 (a) - (d) above and 3 below; and

f. the Company's book and other debts at the date of the Legal and General Charge and in the future from time to time due or owing to the Company payable at the date of the Legal and General Charge or in the future falling due for payment (including bank deposits and credit balances standing to the Company's account with the Group or any other bank or financial institution or organisation) and all the Company's (see Continuation Sheet 2)

Please do not  
write in this  
margin

## Particulars of a mortgage or charge (continued)

Continuation sheet No 2  
to Forms Nos 395 and 410 (Scot)

Company number

04987376

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

Name of company

EDUZONE LIMITED

Limited\*

\*Delete if  
inappropriate

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

Legal and General Charge

1

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



Please do not write Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)  
in this margin

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

Short particulars of all the property mortgaged or charged (continued)

Please do not  
write in this  
margin

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

rights and claims against third parties at the date of the Legal and General Charge or in the future existing and capable of being satisfied by money ("Book Debts");

3. so far as the Company is able (but subject to redemption) the Company assigns all its Related Rights to the Mortgagor.

4. the Company charges all its undertaking (other than anything effectively charged or assigned in paragraphs 1-3 above inclusive) by way of floating charge including (without limitation) any immovable property and any assets, property or undertaking whatsoever and wheresoever, present and future ("Assets") falling within any of the types mentioned in paragraphs 1-3 inclusive situate in Scotland not otherwise effectively charged by way of fixed charge.

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04987376

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL AND GENERAL CHARGE DATED THE 30th APRIL 2004 AND CREATED BY EDUZONE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ABBEY NATIONAL PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 6th MAY 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th MAY 2004.



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —

*Dr. A*