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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use Company number

3111

5771268

Name of company

* Kandahar Academy Limited (the "Borrower")

Date of creation of the charge

13 June 2006

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

Legal Charge (the "Charge")

Amount secured by the mortgage or charge

The Borrower agrees to pay to the Bank the Debt when the Bank demands in writing

Please see attached continuation sheet for definitions.

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

The Governor and Company of the Bank of Scotland, Mayfair, London Corporate Centre, 21-23 Hill Street, London (the "Bank")

Postcode W1J 5JW

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

Maclay Murray & Spens
3 Glenfinlas Street
Edinburgh
EH3 6AQ

BB/HAB/CPD/BAN.13.1982.LC.Ka

Time critical reference

For official Use (02/00)
Mortgage Section

Post room

A18
COMPANIES HOUSE

AJA1YGFXX

643

20/06/2006

Short particulars of all the property mortgaged or charged

Please see continuation sheet 1.

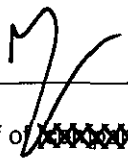
Please do not
write in
this margin

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed



Date 16/06/2006

On behalf of ~~XXXXXX~~ ~~XXXXXX~~ (chargee) †

*A fee is 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

Continuation sheet 1

To the Registrar of Companies

Name of company

Company number

Kandahar Academy Limited

5771268

Short particulars of all the property mortgaged or charged

1. THE Borrower with full title guarantee charges as security for the Debt:-
 - 1.1 by way of legal mortgage the Property;
 - 1.2 by way of fixed charge all buildings and other structures on, and items fixed to, the Property;
 - 1.3 by way of fixed charge any goodwill relating to the Property or the business or undertaking conducted at the Property;
 - 1.4 by way of fixed charge all plant, machinery and other items affixed to and forming part of the Property on or at any time after the date of the Charge;
 - 1.5 by way of assignment the Rental Sums together with the benefit of all rights and remedies of the Borrower relating to them to hold to the Bank absolutely subject to redemption upon repayment of the Debt;
 - 1.6 by way of fixed charge the proceeds of any claim made under any insurance policy relating to any of the property charged under the Charge; and
 - 1.7 if the Borrower is a company (which shall include an industrial and provident society registered under the Industrial and Provident Society Acts) by way of floating charge all unattached plant, machinery, chattels and goods now or at any time after the date of the Charge on or in or used in connection with the Property or the business or undertaking conducted at the Property.

For the purpose of this form 395:

"Conditions" means the Bank's Commercial Charge Conditions (2003 Edition);

"Debt" and "Rental Sums" have the same meanings as in the Conditions;

"Property" means:

1. the freehold land being 233 Earl's Court Road, London SW5 9AH registered at H.M. Land Registry under Title Number 189149;
2. the freehold land being 14, 14A and 15 North Hill, Colchester registered at H.M. Land Registry under Title Number EX650692; and
3. the freehold land being 1 and 1A Hampstead Lane, London N6 4RS registered at H.M. Land Registry under Title Numbers NGL730669 and NGL416904.

In this Form 395, any reference to any person is to be construed to include that person's assignees or transferees or successors in title, whether direct or indirect.

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05771268

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 13th JUNE 2006 AND CREATED BY KANDAHAR ACADEMY LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND (THE BANK) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 20th JUNE 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd JUNE 2006.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —