

M

CHFP014

Please do not
write in this
binding margin

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

* insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £10 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 5)

For official use

Company number

3

5889642 6033580
ML28

Name of company

* ACTIVE LEARNING CHILDCARE (UK) LIMITED

Date of creation of the charge

7th OCTOBER 2008

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

09

Debenture

Amount secured by the mortgage or charge

09

All monies due and owing to the William Pears Group of Companies Limited
pursuant to a Facility Agreement dated 8th of June 2006 entered into with Active
Learning Childcare (Guernsey) Limited

01+95

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

THE WILLIAM PEARS GROUP OF COMPANIES LIMITED

of Ground Floor, 30 City Road, London

Postcode EC1Y 4AB

Presentor's name address and
reference (if any)

W.H.Matthews & Co.

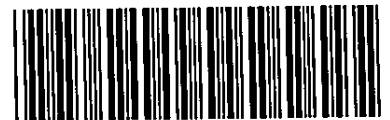
DX 57706 Surbiton

Ref: CJH/A941.6

Time critical reference

For official Use
Mortgage Section

ML28



PG6YV004

PMO 08/10/2008 454
COMPANIES HOUSE

A3J1E3S6

A31 08/10/2008 340
COMPANIES HOUSE

9-10-08
93

Short particulars of all the property mortgaged or charged

1. A fixed Charge over all Freehold and Leasehold property belonging to the Company, all present and future interests of the Company in or over land or the proceeds of sale of it and all present and future Licenses of the Company to enter upon or use land and the benefit of all other agreements relating to land to which it is or may become a party all the Company's goodwill and uncalled capital, all present and future book and other debts and monetary claims of the Company.

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bold block lettering*

2. By way of floating Charge all the Company assets not effectively or otherwise Charged by the fixed Charge referred to above.

Particulars as to commission allowance or discount (Note 3)

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

Signed

William D. Juchera

Date

7th October 2008

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

Notes

† delete as
appropriate

- 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", "Debentures", "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

Company number: 6033580

NOTICE OF TRANSFER OF DOCUMENTS FROM COMPANY RECORD

Company Name: ACTIVE LEARNING CHILDCARE (UK) LIMITED

Document Transferred: 395

Reason For Transfer: REGISTERED AGAINST INCORRECT COMPANY
WRONG COMPANY NUMBER GIVEN ON FORM 395
(PRESENTER CONFIRMED) TRANSFERRED FROM
05889642

Signed:.....

For and on behalf of the Registrar

Dated:.....17/10/08.....

ML28T



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 6033580
CHARGE NO. 3**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 7 OCTOBER
2008 AND CREATED BY ACTIVE LEARNING CHILDCARE (UK)
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE COMPANY TO THE WILLIAM PEARS GROUP
OF COMPANIES LIMITED 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 8 OCTOBER
2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17 OCTOBER
2008

pl/ vic mures?



Companies House
— for the record —



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**