

432755 | 13

In accordance with
Section 860 of the
Companies Act 2006

MG01

Particulars of a mortgage or charge

**A fee is payable with this form**

We will not accept this form unless you send the correct fee
Please see 'How to pay' on the last page

☒ **What this form is for**
You may use this form to register
particulars of a mortgage or charge
in England and Wales or Northern
Ireland

☐ **What this form is Not for**
You cannot use this form to register
particulars of a charge on a
company. To do this, use
form MG01s

THURSDAY



SCT 17/03/2011 89
COMPANIES HOUSE

ise
uk**1 Company details**

Company number 0 7 2 2 1 6 5 0
Company name in full Priory New Education Services Limited

→ **Filling in this form**
Please complete in typescript or in
bold black capitals
All fields are mandatory unless
specified or indicated by *

2 Date of creation of charge

Date of creation 0 9 0 3 2 0 1 1

3 Description

Please give a description of the instrument (if any) creating or evidencing the
charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'

Description Standard Security

4 Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured The payment and discharge of the Secured Obligations

Please see continuation form for definitions

Continuation page
Please use a continuation page if
you need to enter more details

MG01

Particulars of a mortgage or charge

5 Mortgagee(s) or person(s) entitled to the charge (if any)

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge

Continuation page

Please use a continuation page if you need to enter more details

Name Deutche Bank AG, London Branch (as Security Agent)

Address Winchester House, One Great Winchester Street, London

Postcode E C 2 N 2 D B

Name

Address

Postcode

6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Continuation page

Please use a continuation page if you need to enter more details

Short particulars

All and whole the subjects comprising Troup House, Gamrie, Banff, AB45 3JN, registered in the Land Register of Scotland under Title Number BNF 945

Particulars of a mortgage or charge

Please insert the amount or rate percent of any commission, allowance or discount paid or made either directly or indirectly by the company to any person on consideration of his

- for any debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.

You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860). If the property is situated and the charge was created outside the United Kingdom (UK), you must deliver the information to the Registrar within 21 days after the date on which the instrument could have been received in the UK in the normal course of post and assuming you had posted it promptly (section 870).

Signature _____

This form must be signed by a person with an interest in the registration of the charge

MG01

Particulars of a mortgage or charge



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form and will establish where we return the original documents. The contact information you give will be visible to searchers of the public record.

Contact name Russel Munro/Elaine Moffat

Company name MCGRIGORS LLP

Address Princes Exchange

1 Earl Grey Street

Post town Edinburgh

County/Region Lothian

Postcode E H 3 9 A Q

Country

DX DX ED 723301 EDINBURGH 43

Telephone 0131 777 7000



Certificate

We will send your certificate to the presenter's address if given above or to the Company's Registered Office if you have left the presenter's information blank.



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and number match the information held on the public Register
- ☐ You have included the original deed with this form
- ☐ You have entered the date the charge was created
- ☐ You have supplied the description of the instrument
- ☐ You have given details of the amount secured by the mortgagee or chargee
- ☐ You have given details of the mortgagee(s) or person(s) entitled to the charge
- ☐ You have entered the short particulars of all the property mortgaged or charged
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record.



How to pay

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

Make cheques or postal orders payable to 'Companies House'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

For companies registered in England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

MG01 - continuation page

Particulars of a mortgage or charge

4	<h3>Amount secured</h3>
	<p>Please give us details of the amount secured by the mortgage or charge</p>
Amount secured	<p>Defined terms referred to in the foregoing MG01 shall have the meanings given herein</p> <p>"Creditor" has the meaning given to it in the Intercreditor Agreement,</p> <p>"Group" has the meaning given to it in the Intercreditor Agreement,</p> <p>"Intercreditor Agreement" means the intercreditor agreement dated 3rd February 2011 and made between, among others, Crown Newco 2 Limited, the Parent, the RCF Agent, the Senior Secured Notes Trustee, the Senior Unsecured Notes Trustee and the Security Agent (as each such term is defined therein),</p> <p>"Parent" means Crown Newco 3 plc a public limited company incorporated in England and Wales with registered number 07480550 and having its registered office at 1 South Place, London, EC2M 2WG,</p> <p>"Secured Obligations" means all present and future monies, debts, liabilities and obligations due at any time of any member of the Group to any Creditor (both actual and contingent and whether incurred solely or jointly with any other person or in any other capacity), including without limitation any amounts (such as post-insolvency interest) that would be included in any thereof but for any discharge, non-provability, unenforceability or non-allowance of those amounts in any insolvency or other proceedings, under</p> <ul style="list-style-type: none"> a) the RCF Finance Documents, b) the Hedging Agreements, c) the Senior Secured Notes Documents, d) the Pari Passu Debt Documents, e) the Credit Facility Documents other than the RCF Finance Documents, and f) any Additional Liabilities in respect of any Secured Debt Documents, <p>(as each such term is defined in the Intercreditor Agreement),</p> <p>provided that (d), (e) and (f) above shall only constitute "Secured Obligations" to the extent that the Security Agent has agreed in writing with the Parent to act as security trustee in respect of them,</p> <p>"Secured Parties" has the meaning given to it in the Intercreditor Agreement, and</p> <p>"Security Agent" means Deutsche Bank AG, London Branch of Winchester House, One Great Winchester Street, London, EC2N 2DB as security trustee for itself and in its capacity as security trustee for the Secured Parties which expression shall include any successor security trustee appointed from time to time</p>

MG09

Certificate of registration of a charge comprising property situated in another UK jurisdiction



☒ **What this form is for**
You may use this form to give notice
of a certificate of registration of a
charge comprising property situated
in another UK jurisdiction

☒ **What this form is NOT for**
You cannot use this form as a
certificate of registration of
for a company registered
in Scotland

SCT *SW2DLSIY* 17/03/2011 520
COMPANIES HOUSE

1 Company details

Company number 0 7 2 2 1 6 5 0

Company name in full Priory New Education Services Limited (the "Chargor")

For official use

→ **Filing in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Date charge presented

Date of, and parties to,
the charge

It is hereby certified that the charge ①

Standard security dated 04 03 11 by the Chargor in favour of

Deutsche Bank AG, London Branch over all and whole the subjects,

Troup House, Gamrie, Banff, Scotland, AB45 3JN

was presented for registration on

00 09 03 12 01 11

Jurisdiction

in ②

- ☒ Scotland
☐ England and Wales
☐ Northern Ireland

① As described on form MG01
'Particulars of a mortgage
or charge'

② Please tick as appropriate

3 Signature

Please sign the form here

Signature

Signature

X  FOR MR GRIGORS LLP X

This form must be signed by a person with an interest in the registration of
the charge

MG09

Certificate of registration of a charge comprising property situated in another UK jurisdiction



Presenter information

You do not have to give any contact information but if you do, it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **Russell Munro/Elaine Moffat**

Company name **MCGRIGORS LLP**

Address **Princes Exchange**

1 Earl Grey Street

Post town **Edinburgh**

County/Region **Lothian**

Postcode **E H 3 9 A Q**

Country

DX **DX ED 723301 EDINBURGH 43**

Telephone **0131 777 7000**



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and number match the information held on the public Register
- ☐ You have shown the date of, and parties to, the charge in Section 2
- ☐ You have declared where the charge was presented for registration
- ☐ You have enclosed the form MG01 and a verified copy of the deed
- ☐ You have signed the form



Important information

Please note that all information on this form will appear on the public record



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland.
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk



FILE COPY

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

Pursuant to section 869(5) & (6) of the Companies Act 2006

COMPANY NO. 7221650

CHARGE NO. 5

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A STANDARD SECURITY DATED
04/03/11 WHICH WAS PRESENTED FOR REGISTRATION IN
SCOTLAND ON 9 MARCH 2011 AND CREATED BY PRIORY NEW
EDUCATION SERVICES LIMITED FOR SECURING ALL MONIES
DUE OR TO BECOME DUE FROM ANY MEMBER OF THE GROUP
TO ANY CREDITOR ON ANY ACCOUNT WHATSOEVER UNDER
THE TERMS OF THE AFOREMENTIONED INSTRUMENT
CREATING OR EVIDENCING THE CHARGE WAS REGISTERED
PURSUANT TO CHAPTER 1 PART 25 OF THE COMPANIES ACT
2006 ON THE 17 MARCH 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22 MARCH 2011



Companies House
— for the record —

P



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES