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COMPANIES FORM No. 410(Scot)

Particulars of a charge created by a company registered in Scotland

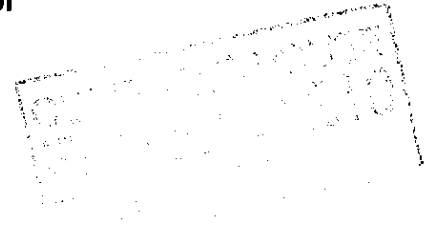
410

CHFP025

Please do not
write in this
margin

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

Pursuant to section 410 of the Companies Act 1985



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

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

For official use

Company number

116

SC206930

Name of company

* THE EDINBURGH SCHOOLS PARTNERSHIP LIMITED ("the Company")

* insert full name
of company

Date of creation of the charge (note 1)

29th November 2001

Description of the instrument (if any) creating or evidencing the charge (note 1)

Standard Security ("the Standard Security")

Amount secured by the charge

The Secured Finance Liabilities

Names and addresses of the persons entitled to the charge

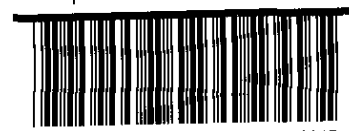
The Governor and Company of the Bank of Scotland, The Mound, Edinburgh

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

McGrigor Donald
Princes Exchange
1 Earl Grey Street
EDINBURGH
EH3 9AQ
DJG/MJS/0008B.001244

For official use
Charges Section

Post room



SCT SSUKP6PI 0015
COMPANIES HOUSE 18/12/01

Short particulars of all the property charged.

Please do not
write in
this margin

The Royal High Secondary School, Edinburgh

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

Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision (note 2)

Not applicable

Particulars as to commission, allowance or discount paid (see section 413(3))

Not applicable

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

Signed McGraw Donall

Date 18/12/01

On behalf of ~~[company]~~ [chargee]†

Notes

1. A description of the instrument e.g. "Standard Security" "Floating Charge" etc, should be given. For the date of creation of a charge see section 410(5) of the Act. (Examples - date of signing of an Instrument of Charge; date of recording/registration of a Standard Security; date of intimation of an Assignment.)

2. In the case of a floating charge a statement should be given of (1) the restrictions, if any, on the power of the company to grant further securities ranking in priority to, or pari passu with the floating charge; and/or (2) the provisions, if any, regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property which is the subject of the floating charge or any part of it.

3. A certified copy of the instrument, if any, creating or evidencing the charge, together with this form with the prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of the creation of the charge. In the case of a charge created out of the United Kingdom comprising property situated outside the U.K., within 21 days after the date on which the copy of the instrument creating it could, in due course of post, and if despatched with due diligence, have been received in the U.K. Certified copies of any other documents relevant to the charge should also be delivered.

4. A certified copy must be signed by or on behalf of the person giving the certification and where this is a body corporate it must be signed by an officer of that body.

5. Cheques and Postal Orders are to be made payable to **Companies House**.

6. The address of the Registrar of Companies is:-

Companies House
37 Castle Terrace
Edinburgh EH1 2EB

† delete as
appropriate

Edinburgh Schools Partnership Limited (Company Number SC206930)

Paper Apart to Form 410

Definitions

"Banks Facility Agreement" means the Banks Facility Agreement dated 15 November 2001 between, *inter alia*, the Company, the Banks Agent and The Governor and Company of the Bank of Scotland as Arranger.

"Holding Company" means ESP (Holdings) Limited (Registered Number SC206929) as the Company's holding company.

"Indebtedness" means, with respect to any Person (the **"Relevant Person"**), any obligation (whether present or future, actual or contingent, secured or unsecured, as principal, surety or otherwise) of the Relevant Person for the payment or repayment of money.

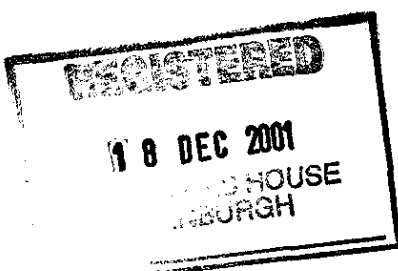
"Obligors" means the Company and the Holding Company and **"Obligor"** means either of them.

"Person" means any individual, company, corporation, firm, partnership, joint venture, undertaking, association, organisation, trust, state or Agency of a state (in each case, whether or not having separate legal personality).

"Secured Finance Liabilities" means the Indebtedness of the Obligors to the Senior Creditors under the Senior Lender Finance Documents.

"Senior Creditors" means the Banks, the Arranger (both as defined in the Bank Facility Agreement), EIB, the Global Agent, the Banks Agent, Hedging Counterparties (all as defined in the Common Terms Agreement) and the Security Trustee.

"Senior Lender Finance Documents" means the Bank Facility Agreement, the EIB Finance Contract, the Common Terms Agreement, the Hedging Agreement, the Security Documents, the Subordination Agreement, the Account Bank Agreement, the Fees Letters, the FM Provider Parent Company Guarantee, the Contractor Parent Guarantee, the Shareholder Funding Agreement, the Surplus Sites Guarantee, the Surplus Sites Shortfall Undertaking and all agreements and other documents which the Global Agent and the Borrower agree to be Senior Lender Finance Documents (as defined in the Common Terms Agreement).



FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

Company number 206930

I hereby certify that a charge created by

THE EDINBURGH SCHOOLS PARTNERSHIP LIMITED

on 29 NOVEMBER 2001

for securing

THE INDEBTEDNESS OF THE OBLIGATORS TO THE SENIOR CREDITORS
UNDER THE SENIOR LENDER FINANCE DOCUMENT

in favour of

THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND

was delivered pursuant to section 410 of the Companies Act, 1985,
on 18 DECEMBER 2001

Given at Companies House, Edinburgh
20 DECEMBER 2001



C O M P A N I E S H O U S E



N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

REGISTER of Charges, Alterations to Charges,

COMPANY: SC206930 CHARGE: 16

(1) Date of Registration	(2) Serial Number of Document on File	(3) Date of Creation of each Charge and Description thereof	(4) Date of the aquisition of the Property	(5) Amount secured by the Charge £	(6) Short Particulars of the Property Charged	(7) Names of the Persons entitled to the Charge
18/12/2001		29/11/01 STANDARD SECURITY		THE INDEBTEDNESS OF THE OBLIGATORS TO THE SENIOR CREDITORS UNDER THE SENIOR LENDER FINANCE DOCUMENT	THE ROYAL HIGH SECONDARY SCHOOL, EDINBURGH	THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND

Memoranda of Satisfaction and Appointments etc. of Receivers

N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

COMPANY: SC206930 CHARGE: 16

(8)	(9)	(10)	(11)	(12)		
In the case of a floating charge, a statement of the provisions, if any, prohibiting or restricting the creation by the company of any fixed security or any other floating charge having priority over, or ranking <i>pari passu</i> with the floating charge.	In the case of a floating charge, a statement of the provisions if any regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property the subject of the floating charge or any part of it.	Amount or rate per cent of the Commission Allowance or discount	Memoranda of Satisfaction	Receiver		
				Name	Date of Appointment	Date of Ceasing to act