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CHFP004

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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 6)

For official use

Company number

9

4009200

Name of company

* Epsom College

Date of creation of the charge

24 July 2003

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

Legal Mortgage ("the Mortgage") made between (1) the Company and
(2) AIB Group (UK) p.l.c. ("the Bank")

Amount secured by mortgage or charge

All liabilities of the Company present and future actual and/or contingent to the Bank

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

AIB Group (UK) p.l.c.

Corporate Banking, Bankcentre, Belmont Road, Uxbridge, Middx

Postcode UB8 1SA

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

Penningtons (Ref: MP)
Bucklersbury House
83 Cannon Street
London
EC4N 8PE

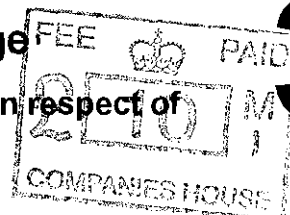
Time critical reference

For official Use
Mortgage Section

Post room



395



Short particulars of all the property mortgaged or charged

By way of Legal Mortgage -

1. All that freehold property known as 7 Wootton Close Treadwell Road Epsom Surrey KT18 5LD as the same is registered at HM Land Registry under title number SY613577.

2. All that freehold property known as Heron Court Alexandra Road Epsom Surrey comprising Flats 1-7 Heron Court as the same is registered at HM Land Registry under title number SY689787.

3. All that freehold property known as 17 Tintagel Close Epsom Surrey KT17 4HA as the same is registered at HM Land Registry under title number SY452288.

[See continuation sheet]

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P
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95

Particulars as to commission allowance or discount (note 3)

Nil

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

Signed

Pennington

Date

25 July 2003

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 situated 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 CF14 3UZ, DX: 33050 Cardiff

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COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)
Particulars of a mortgage or charge
(continued)

Continuation sheet No 1
to Form No 395 and 410 (Scot)

Company number

4009200

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

Name of company

Epsom College

~~Limited~~ *

* delete if
inappropriate

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

Amount due or owing on the mortgage or charge (continued)

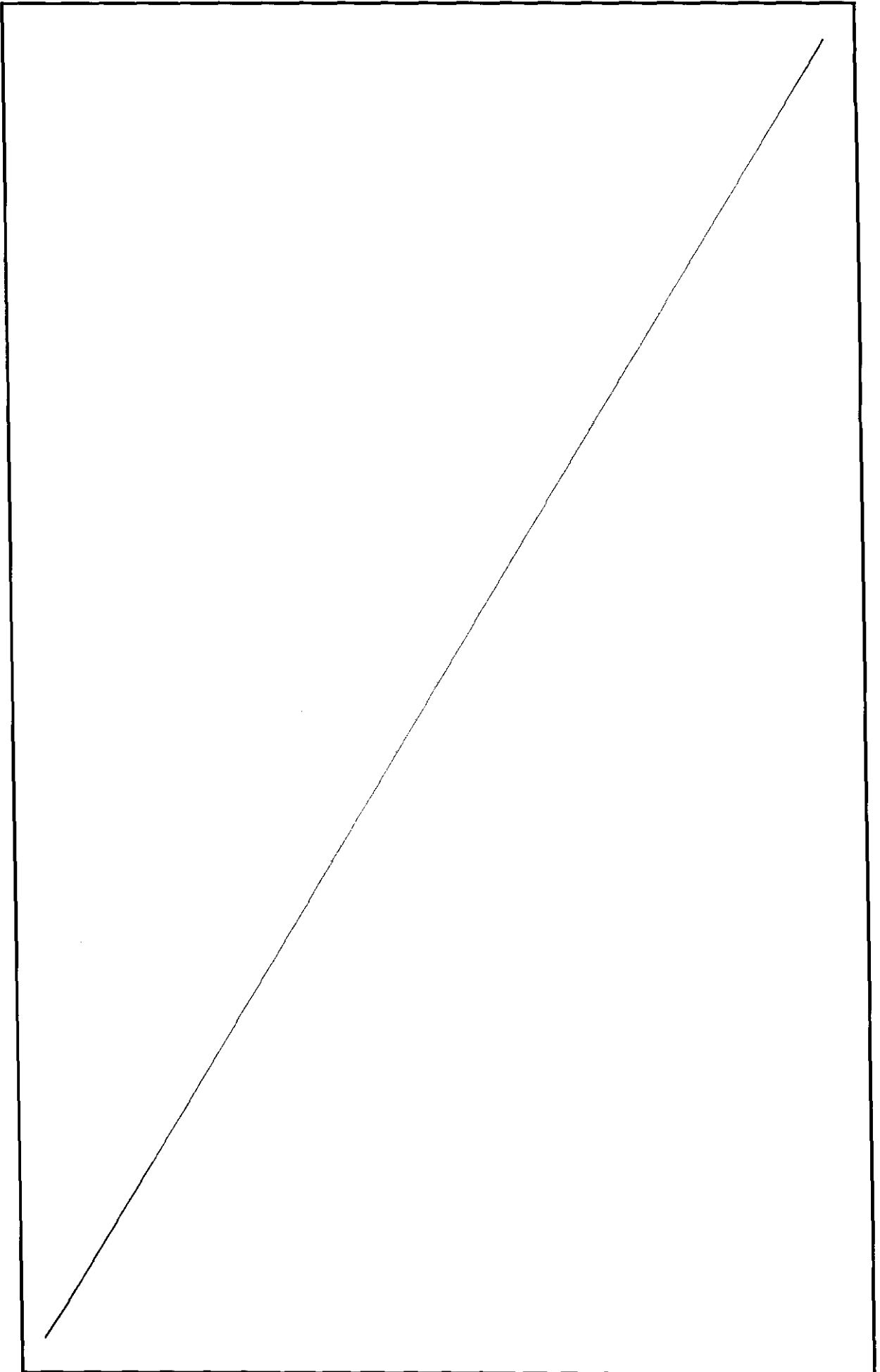
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Names, addresses and descriptions of the mortgagees or persons entitled to the charge
(continued)

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



4. All that freehold property known as 103 College Road Epsom Surrey KT17 4HY comprising Ground Floor Flat 103 College Road, Flat 103 College Road, 103b College Road and 103c College Road as the same is registered at HM Land Registry under title number SY215896.

5. All that freehold property known as 59A Burgh Heath Road Epsom Surrey KT17 4NB as the same is registered at HM Land Registry under title number SY340799.

6. All that freehold property known as 95 Albert Road Epsom Surrey KT17 4EN as the same is registered at HM Land Registry under title number SY339784.

7. All that freehold property known as Caxton Cottage and Raven Cottage Burgh Heath Road Epsom Surrey as the same is registered at HM Land Registry under title number SY689786.

8. All that freehold property known as 2 The Ridings Ewell as the same is registered at HM Land Registry under title number SY280860.

("the Mortgaged Property")

The Company also charged by way of specific charge the goodwill and connection of the business or businesses from time to time carried on by or for the account of the Company upon all or any part of the Mortgaged Property ("the Goodwill").

The Company also charged by way of floating security all moveable plant, machinery, implements, furniture, equipment, stock-in-trade, work-in-progress and other chattels of the Company at any time placed on or used in or about the Mortgaged Property.

The Company covenants with the Bank not to create or permit to subsist any mortgage, charge or other encumbrance in favour of any third party of or affecting the Mortgaged Property (including the Goodwill and the property charged by way of floating security) or any part or parts thereof without the prior written consent of the Bank.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04009200

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL MORTGAGE DATED THE 24th JULY 2003 AND CREATED BY EPSOM COLLEGE FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO AIB GROUP (UK) p.l.c. ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 26th JULY 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 30th JULY 2003.

A handwritten signature in black ink, appearing to be 'R. G. S.', located on the left side of the page.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES