

4.1 This Deed may be executed in any number of counterparts and by the parties to it on separate counterparts, each of which when so executed and delivered shall be an original, but all the counterparts shall together constitute one and the same instrument.

IN WITNESS whereof this Deed has been executed by the parties hereto and is intended to be and is hereby delivered on the date first above written.

EXECUTED as a deed by affixing the corporate seal of the Secretary of State for Education authenticated by:-)


Duly authorised by the Secretary of State for Education



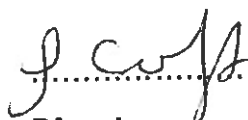
EXECUTED as a deed by GEMS Learning Trust, acting by:

.....
Director

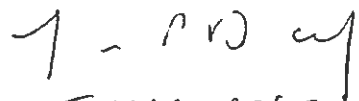
.....
Director/Secretary

OR

EXECUTED as a deed by GEMS Learning Trust, acting by:


Director

In the presence of:

W	Sign	
I	Name	JAMES CROFT
T	Address	14 WELLINGTON GARDENS, TWICKENHAM TW2 5NY
N	Occupation	DIRECTOR OF BUSINESS DEVELOPMENT
E		
S		
S		

DATE: