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COMPANIES FORM No. 395

ACC 00400040

395

Particulars of a mortgage or charge

CHWP000

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

Please do not write in this margin

Pursuant to section 395 of the Companies Act 1985

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

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

For official use

Company number

8

01564127

Name of company

* insert full name of Company

* CORNHILL PUBLICATIONS LIMITED

Date of creation of the charge

20 JANUARY 2005

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

A Deed of Amendment to An Omnibus Guarantee and Set-Off Agreement dated 14 SEPTEMBER 1993 (the Agreement)
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Amount secured by the mortgage or charge

<p>All monies and liabilities then due or which might thereafter become due to Lloyds TSB Bank plc (the "Bank") from either the Company or any one or more of the other parties to the Agreement (other than the Bank) being at the date hereof the following companies:</p> <p>(List of companies party to the Agreement)</p> <p>See Attached</p>
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Names and addresses of the mortgagees or persons entitled to the charge

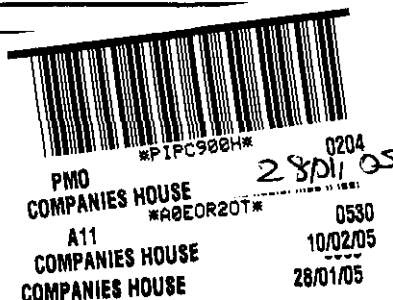
Lloyds TSB Bank plc 25 Gresham Street London	30-00-02	Postcode EC2V 7HN
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Presenter's name address and reference (if any):

Lloyds TSB Bank plc
City Office
P.O. Box 72, Bailey Drive
Gillingham Business Park
Kent ME8 0LS

For official Use
Mortgage Section

non-part
Reg
28/01/05
(Pse)



Time critical reference

Short particulars of all the property mortgaged or charged

Any sum or sums for the time being standing to the credit of any present or future account of the Company with the Bank.

Please do not write in this margin

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

NOTE: By Clause 13(f) of the Agreement, the Company agreed that it would not (without the prior written consent of the Bank) mortgage, charge or otherwise confer upon any third party any right, title or interest in or to all or any of the accounts for the time being of the Company with the Bank or any sum or sums standing to the credit of any one or more of such accounts, or agree to do any such thing, or allow any such third party right, title or interest to subsist (except in each case in favour of, or upon, the Bank).

Particulars as to commission allowance or discount (note 3)

NIL

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

Signed



Date

27/1/05

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 situate 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:-

THE SCHEDULEThe Companies

Name	Company Number	Registered Office
SPG Media Group Plc (formerly Sterling Publishing Group PLC)	01309004	55-57 North Wharf Road, London W2 1LA.
Cornhill Publications Limited	01564127	55-57 North Wharf Road, London W2 1LA.
Quest Subscription Services Limited (formerly Sterling Exhibitions Limited)	02234190	55-57 North Wharf Road, London W2 1LA.
SPG Media Limited (formerly Sterling Publications Limited)	01155599	55-57 North Wharf Road, London W2 1LA.
Apex Subscription Agency Limited	1207773	55-57 North Wharf Road, London W2 1LA.
Winthrop Publications Limited	3341928	55-57 North Wharf Road, London W2 1LA.
Quasar International Communications Limited	1289207	55-57 North Wharf Road, London W2 1LA.
Ebulletins Limited (formerly Industry Solutions Online Limited)	1298544	55-57 North Wharf Road, London W2 1LA.
Net Resources International Limited	3171601	55-57 North Wharf Road, London W2 1LA.
Vision in Business International Limited (formerly Analysis & Networking Limited)	4528862	55-57 North Wharf Road, London W2 1LA.
SPG Marketing Solutions Limited (formerly Debrett's Limited)	01244105	55-57 North Wharf Road, London W2 1LA.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01564127

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF AMENDMENT TO AN OMNIBUS GUARANTEE AND SET-OFF AGREEMENT DATED 14 SEPTEMBER 1993 DATED THE 20th JANUARY 2005 AND CREATED BY CORNHILL PUBLICATIONS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND/OR ALL OR ANY OF THE OTHER COMPANIES NAMED THEREIN TO LLOYDS TSB BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 28th JANUARY 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15th FEBRUARY 2005.

P.O.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —