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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

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

CHFP025

Please do not write in this margin

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

*insert full name of Company

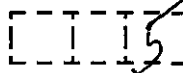
Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

06255110



2961588

Name of company

* CAREERS ENTERPRISE LIMITED

Date of creation of the charge

30 September 2004

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

Cash deposit deed dated the 30 September 2004 between (1) The Mary Street Estate Limited and (2) Careers Enterprise Limited being supplemental to a lease of 7th Floor 52/53 Poland Street dated 30 September 2004

Amount secured by the mortgage or charge

All monies and liabilities covenanted to be paid and discharged under the lease dated the 30 September 2004 between (1) The Mary Street Estate Limited and (2) Careers Enterprise Limited of 7th Floor 52/53 Poland Street London W1 dated 30 September 2004 together with all amounts required to make good loss or damage suffered by the Landlord as a result of each of the tenant's covenants under the said lease and in payment of any interest thereon.

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

The Mary Street Estate Limited - 58 Queen Anne Street London

Postcode W1G 8HW

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

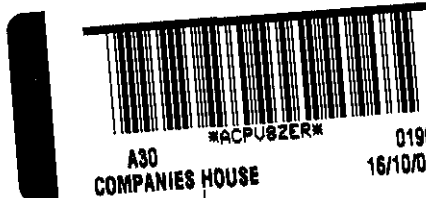
Mishcon de Reya
Summit House, 12 Red Lion
Square, London, WC1R 4QD

DBE/8775/NEW

Time critical reference

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

The sum of eighteen thousand five hundred and forty five pounds fifty pence (£18,545.50) plus any interest accrued from time to time and any other sums paid into the cash deposit account from time to time.

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

Signed

Date 13 October 2004

On behalf of ~~XXXXXX~~ [mortgagee/chargee]†

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

† 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:-
Companies House, Crown Way, Cardiff CF14 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02961588

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CASH DEPOSIT DEED DATED THE 30th SEPTEMBER 2004 AND CREATED BY CAREERS ENTERPRISE LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE MARY STREET ESTATE LIMITED UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 16th OCTOBER 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20th OCTOBER 2004.

[Handwritten signature]



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES