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* insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number



3102787

Name of company

* NEWSQUEST (ESSEX) LIMITED
(the "Company")

Date of creation of the charge

5th December, 1996

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

Guarantee and Debenture (the "Debenture") between the Company, Newsquest Holdings Limited, Newsquest Media Group Limited and others as Chargors and Credit Suisse as Security Agent as agent and trustee for itself and each of the Lenders.

Amount secured by the mortgage or charge

All present and future obligations and liabilities (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever) of each Obligor to the Lenders (or any of them) under each or any of the Senior Finance Documents, together with all reasonable costs, charges and expenses incurred by any Lender in connection with the protection or preservation, and all costs, charges and expenses incurred by any Lender in connection with the enforcement, of its respective rights under the Senior Finance Documents or any other document evidencing or securing any such liabilities (the "Secured Liabilities"), PROVIDED THAT no obligation or liability shall be included in the definition of "Secured Liabilities" to the extent that, if it were so included, the Debenture (or any part thereof) would constitute unlawful financial assistance within the meaning of Sections 151 and 152 of the Companies Act 1985.

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

CREDIT SUISSE of 5 Cabot Square, London E14 4QR
(the "Security Agent")

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

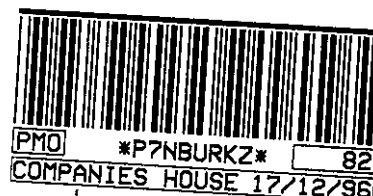
Allen & Overy
One New Change
London
EC4M 9QQ

ACK/DL/B3:78514

Time critical reference

For official use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

1. Pursuant to the terms of the Debenture the Company as beneficial owner and with full title guarantee, as security for the payment, discharge and performance of all the Secured Liabilities at any time owed or due to the Lenders (or any of them) charges in favour of the Security Agent (as agent and trustee for itself and each of the Lenders:

(see Continuation Sheet No. 1)

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Particulars as to commission allowance or discount (note 3)

NIL

Signed Allen & Overy

Date 16.12.96

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

† delete as
appropriate

- 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.

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

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**Particulars of a mortgage or charge
(continued)**

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

CHA 116

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Company Number

3102787

Name of Company

NEWSQUEST (ESSEX) LIMITED

(the "Company")

~~limited~~

* delete if
inappropriate

Description of the instrument creating 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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Continued.....

- (a) by way of a first legal mortgage all the property (if any) now belonging to it and specified in Schedule A to this Companies Form 395, together with all buildings and Fixtures thereon, the proceeds of sale of all or any part thereof and the benefit of any covenants for title given or entered into by any predecessor in title and any moneys paid or payable in respect of such covenants subject, in the case of any leasehold properties, to any necessary third party's consent to such mortgage being obtained;
- (b) by way of first fixed charge:
 - (i) (to the extent that the same are not the subject of a mortgage under paragraph (a) above) all present and future estates or interests in any freehold or leasehold property and any rights under any licence or other agreement or document which gives any Chargor a right to occupy or use property, wheresoever situate now or hereafter belonging to it together with all buildings and Fixtures thereon, the proceeds of sale of all or any part thereof and the benefit of any covenants for title given or entered into by any predecessor in title and any moneys paid or payable in respect of such covenants, subject, in the case of any leasehold properties or any other rights under any licence or other agreement or document which gives any Chargor a right to occupy or use the property, to any necessary third party's consent to such charge being obtained;
 - (ii) all plant, machinery, computers and vehicles now or in the future owned by it and its interest in any plant, machinery, computers or vehicles in its possession other than any for the time being part of its stock in trade or work in progress;
 - (iii) all moneys (including interest) from time to time standing to the credit of each of its present and future accounts (including, without limitation, the Security Accounts) with any bank, financial institution or other person and the debts represented thereby, provided that without prejudice to any other provision of Clause 5 of the Debenture any such monies paid out of such accounts without breaching the terms of the Senior Finance Documents and not paid into another such account in the name of a Chargor shall be released from the fixed charge referred to in this paragraph (iii) upon the proceeds being so paid out;

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

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**Particulars of a mortgage or charge
(continued)**

Continuation sheet No 2
to Form No 395 and 410 (Scot)

CHA 116

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Company Number

3102787

Name of Company

NEWSQUEST (ESSEX) LIMITED

(the "Company")

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

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

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- (iv) (to the extent not effectively assigned under Clause 5.3 of the Debenture) all benefits in respect of the Insurances and all claims and returns of premiums in respect thereof;
- (v) all of its present and future book and other debts, all other moneys due and owing to it or which may become due and owing to it at any time in the future and the benefit of all rights, securities and guarantees of any nature whatsoever now or at any time enjoyed or held by it in relation to any of the foregoing including in each case the proceeds of the same, provided that without prejudice to any other provision of Clause 5 of the Debenture (and in particular but without limitation to the provision referred to in sub-paragraph (iii) above) such proceeds shall be released automatically from the fixed charge referred to in this sub-paragraph (v) upon those proceeds being credited to any Security Account;
- (vi) (to the extent that the same do not fall within any other sub-paragraph of this paragraph (b) and are not effectively assigned under Clause 5.3 of the Debenture) all of its rights and benefits under each of the Relevant Agreements, all bills of exchange and other negotiable instruments held by it and (subject to any necessary third party's consent to such charge being obtained), any distributorship or agreement for the licensing of Intellectual Property Rights or similar agreements entered into by it and any letters of credit issued in its favour;
- (vii) any beneficial interest, claim or entitlement of it to any assets of any pension fund;
- (viii) its present and future goodwill which, for the avoidance of doubt, includes the present and future goodwill attaching to the newspaper titles set out in Schedule C Part III to this Companies Form 395 and/or to any newspaper titles now or at any time owned by any Chargor, and all such titles themselves;
- (ix) the benefit of all present and future licences, permissions, consents and authorisations (statutory or otherwise) held in connection with its business or the use of any of the Security Assets specified in paragraphs (a) and sub-paragraph (i) above and the right to recover and receive all compensation which may at any time become payable to it in respect thereof;
- (x) its present and future uncalled capital; and
- (xi) all its present and future Intellectual Property Rights (including, without limitation, those patents, trademarks

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Particulars of a mortgage or charge (continued)

Continuation sheet No 3
to Form No 395 and 410 (Scot)

CHA 116

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Company Number

3102787

Name of Company

NEWSQUEST (ESSEX) LIMITED

(the "Company")

limited

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

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

and designs, if any, specified in Schedule C to this Companies Form 395) owned by it, subject to any necessary third party's consent to such charge being obtained. To the extent that any such Intellectual Property Rights are not capable of being charged (whether by reason of lack of any such consent as aforesaid or otherwise) the charge thereof described in Clause 5.1(b)(xi) of the Debenture shall operate as an assignment of any and all damages, compensation, remuneration, profit, rent or income which any Chargor may derive therefrom or be awarded or entitled to in respect thereof, as continuing security for the payment, discharge and performance of the Secured Liabilities;

provided that any property or assets situate in Scotland and any property or assets the rights in and to which are governed by the laws of Scotland shall be excluded from the mortgages and charges referred to in paragraphs (a) to (b) inclusive above.

2. Pursuant to the terms of the Debenture the Company as sole beneficial owner and with full title guarantee, as continuing security for the payment, discharge and performance of all the Secured Liabilities at any time owed or due to the Lenders (or any of them):
 - (a) mortgages and charges and agrees to mortgage and charge to the Security Agent (as agent and trustee for the Lenders) all Group Shares held now or in the future by it and/or any nominee on its behalf, the same to be a security by way of a first mortgage; and
 - (b) mortgages and charges and agrees to mortgage and charge to the Security Agent (as agent and trustee for itself and the Lenders) all the Related Rights accruing to all or any of the Group Shares held now or in the future by it and/or any nominee on its behalf, the same to be a security by way of a first mortgage or charge.
3. (a) Pursuant to the terms of the Debenture the Company as beneficial owner and with full title guarantee, as continuing security for the payment, discharge and performance of all the Secured Liabilities any time owed or due to the Lenders (or any of them) hereby assigns and agrees to assign to the Security Agent (as agent and trustee for the Lenders) all its right, title and interest (if any) in and to:
 - (i) the Insurances;
 - (ii) the Acquisition Agreements;
 - (iii) the Hedging Agreements;
 - (iv) the Subscription Agreement;

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

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**Particulars of a mortgage or charge
(continued)**

Continuation sheet No 4
to Form No 395 and 410 (Scot)

CHA 116

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Company Number

3102787

Name of Company

NEWSQUEST (ESSEX) LIMITED

(the "Company")

~~limited~~

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

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

Please complete
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- (v) the Supplemental Subscription Agreements; and
 - (vi) the Intercompany Documents.
- (b) To the extent that any such right, title and interest described in paragraph 3(a) above is not assignable or capable of assignment, the assignment thereof described in paragraph 3(a) above shall operate as:
 - (i) in the case of the Insurances, an assignment of any and all proceeds of the Insurances received by the Company; and
 - (ii) in the case of the other Relevant Agreements, an assignment of any and all damages, compensation, remuneration, profit, rent or income which the Company may derive therefrom or be awarded or entitled to in respect thereof,

in each case as continuing security for the payment, discharge and performance of all the Secured Liabilities.

- 4. (a) Pursuant to the terms of the Debenture the Company as beneficial owner and with full title guarantee, as security for the payment, discharge and performance of all the Secured Liabilities, charges in favour of the Security Agent (as agent and trustee for the Lenders) by way of a first floating charge all its undertaking and assets whatsoever and wheresoever both present and future (including, without limitation, any undertaking and assets situated in Scotland (whether or not the same may be mortgaged or charged by way of standard security)) subject always to all mortgages, fixed charges and assignments created by or pursuant to Clause 5 or any other provision of the Debenture.
- (b) In the Debenture the Company undertakes to each Lender that, save as expressly permitted under the terms of the Debenture, and the Senior Facility Agreement, it will not:
 - (i) create or permit to subsist any Encumbrance over all or any of its assets, rights or property other than pursuant to the Debenture or any other Security Document; or
 - (ii) part with, lease, sell, transfer, assign or otherwise dispose of or agree to part with, lease, sell, transfer, assign or otherwise dispose of all or any part of its assets, rights or property or any interest therein.

The following terms used in this Companies Form No. 395 have the meanings set out below:

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

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**Particulars of a mortgage or charge
(continued)**

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

CHA 116

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Company Number

3102787

Name of Company

NEWSQUEST (ESSEX) LIMITED

(the "Company")

~~limited~~

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Description of the instrument creating 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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"Accession Agreement" means an agreement substantially in the form of Schedule F of the Senior Facility Agreement pursuant to Clause 19.1 or Clause 19.2 of the Senior Facility Agreement;

"Account Bank" means each of the banks or financial institutions with whom the Security Accounts are maintained from time to time pursuant to Clause 12 of the Debenture;

"Acquisition Agreements" has the meaning given to that term in the Senior Facility Agreement and includes any and each other agreement or instrument supplementing or amending the same;

"Ancillary Bank" means any Bank which becomes an Ancillary Bank by operation of Clause 6 of the Senior Facility Agreement;

"Bank" has the meaning given to that term in the Senior Facility Agreement;

"Chargor" means the Company and any other person party as New Chargor or Chargor to the Deed or the Debenture from time to time;

"Collateral Account" means each account maintained from time to time by a Chargor at any branch of any Account Bank;

"Deed of Accession" means a deed substantially in the form of Schedule 7 to the Debenture executed, or to be executed, by a Chargor;

"Encumbrance" means any standard security, assignation in security, bond and floating charge, mortgage, pledge, lien, charge, assignment for the purpose of providing security, hypothecation, right in security, security interest or trust arrangement having the commercial effect of providing security and any other security agreement or other arrangement (except for retention of title arrangements entered into in the ordinary course of business carried on in the normal course) having the commercial effect of providing security (including, without limitation, the deposit of monies or property with a person with the primary intention of affording such person a right of set-off or lien);

"Facility Agent" means Credit Suisse;

"Fixtures" means, in relation to any freehold or leasehold property charged by or pursuant to this security, all fixtures and fittings (including trade fixtures and fittings) and fixed plant and machinery from time to time thereon owned by any Chargor;

"Group" means Newsquest Holdings Limited and each of its Subsidiaries from time to time;

"Group Shares" means all shares specified in Schedule B to this Companies Form 395, or, when used in relation to a particular Chargor, such of those shares as are specified against its name in Schedule B to this Companies Form 395, together with all other stocks, shares, debentures, bonds, warrants, coupons or other

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

**Particulars of a mortgage or charge
(continued)**

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Continuation sheet No 6
to Form No 395 and 410 (Scot)

CHA 116

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Company Number

3102787

Name of Company

NEWSQUEST (ESSEX) LIMITED

(the "Company")

~~limited~~

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Description of the instrument creating 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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securities and investments now or in the future owned by any or (when used in relation to a particular Chargor) that Chargor from time to time;

"Hedging Agreements" means any and all interest rate, swap cap or other hedging agreements and any and all currency swap, futures or hedging agreements entered into now or in the future or committed to be entered into by any member of the Group with any Bank in relation to the Group's floating rate interest exposure and/or currency exposure where such bank or financial institution has become a party to the Priority Agreement as a Hedging Bank;

"Hedging Banks" has the meaning given to that term in the Priority Agreement;

"Insurances" means all contracts and policies of insurance (including, for the avoidance of doubt all cover notes) of whatever nature which are from time to time taken out by or on behalf of any Chargor or (to the extent of such interest) in which any Chargor has an interest;

"Intellectual Property Rights" means all know-how, patents, trade marks, service marks, designs, business names, topographical or similar rights, copyrights and other intellectual property rights (including, without limitation, all those newspaper titles specified in Schedule C, Part III of this Companies Form 395 and any interests (including by way of licence) in any of the foregoing (in each case whether registered or not and including all applications for the same);

"Intercompany Documents" has the meaning given to that term in the Priority Agreement;

"Lender" means each Arranger, the LC/Guarantee Bank (each as defined in the Senior Facility Agreement), the Ancillary Bank, the Security Agent, the Facility Agent, each Bank and the Hedging Banks from time to time, or such of them as the context requires, (together the "Lenders");

"Obligor" means each Obligor under, and as defined, in the Senior Facility Agreement;

"Priority Agreement" has the meaning given to that term in the Senior Facility Agreement and includes any and each other agreement or instrument supplementing or amending the same;

"Realisations Account" means each account maintained from time to time by or in the name of the Chargors or any of them for the purposes of Clause 14.2 of the Debenture at such branch or branches of an Account Bank as the Security Agent may from time to time approve;

"Related Rights" means, in relation to the Group Shares, all dividends and other distributions paid or payable after the date of the Debenture on all or any of the Group Shares and all stocks, shares, securities (and the dividends or interest thereon), rights, money or property accruing or offered at any time by way of redemption, bonus, preference, option rights or otherwise to or in respect of any of the Group Shares or in substitution or exchange for any of the Group Shares;

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

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**Particulars of a mortgage or charge
(continued)**

Continuation sheet No 7
to Form No 395 and 410 (Scot)

CHA 116

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Company Number

3102787

Name of Company

NEWSQUEST (ESSEX) LIMITED

(the "Company")

~~limited~~

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Description of the instrument creating 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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"Relevant Agreements" means each agreement or instrument assigned or purported to be assigned pursuant to Clause 5.3 of the Debenture and/or any Deed of Accession, together with any and each other agreement or instrument supplementing or amending any such agreement or contract;

"Security Accounts" means the Collateral Accounts and the Realisations Accounts;

"Security Assets" means all assets, rights and property of the Chargors or any of them the subject of any security created hereby or pursuant hereto and includes, for the avoidance of doubt each Chargor's rights to or interests in any chose in action and the Security Shares;

"Security Documents" means the Debenture and every other document entered into by any member of the Group pursuant to the Debenture and/or Clause 19.3 of the Senior Facility Agreement;

"Security Shares" means the Group Shares and the Related Rights and, in the case of each Chargor, means such of the Group Shares as are held by it at the relevant time, together with all Related Rights in respect thereof;

"Senior Discharge Date" has the meaning given to that term in the Priority Agreement;

"Senior Facility Agreement" means the facility agreement dated 5th December, 1996 between the Company, the Target, the Borrowers, the Guarantors, the arrangers, the Banks (each as defined therein), Credit Suisse as the Facility Agent and the Security Agent, together with each Accession Agreement and Substitution Certificate relating thereto and includes any and each other agreement or instrument supplementing or amending the same;

"Senior Finance Documents" means the Senior Facility Agreement, any documents constituting or evidencing amounts outstanding under an Ancillary Facility, any letter evidencing any fees payable pursuant to Clause 27 of the Senior Facility Agreement, the Security Documents, the Priority Agreement and the Hedging Agreements (and includes any other document designated as such by the Facility Agent and the Obligors' Agent together) and any and each other agreement or instrument supplementing or amending any such documents;

"Subscription Agreement" has the meaning given to that term in the Senior Facility Agreement and includes any and each other agreement or instrument supplementing or amending the same;

"Subsidiary" means a Subsidiary as defined in section 736 of the Companies Act 1985, as amended, and/or for the purposes of the financial covenants (and the definition of defined terms as used therein) a subsidiary undertaking as defined in Section 258 of the Companies Act 1985, as amended or, in either case, any statutory re-enactment or replacement thereof;

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

**Particulars of a mortgage or charge
(continued)**

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Continuation sheet No 8
to Form No 395 and 410 (Scot)

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Name of Company

NEWSQUEST (ESSEX) LIMITED

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Description of the instrument creating 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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"Substitution Certificate" has the meaning given to that term in Clause 30.4 of the Senior Facility Agreement and reference to substitutes shall be construed as references to persons becoming party to the Senior Facility Agreement pursuant to Substitution Certificates;

"Supplemental Subscription Agreements" has the meaning given to that term in the Senior Facility Agreement;

"Target" means PL Publishing.

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

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**Particulars of a mortgage or charge
(continued)**

Continuation sheet No 9
to Form No 395 and 410 (Scot)

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Company Number

3102787

Name of Company

NEWSQUEST (ESSEX) LIMITED

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Description of the instrument creating 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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SCHEDULE A
Real Property

Part I
Freehold Property

Registered

Telegraph House, High Street, Blackburn as registered at HM Land Registry under title number LA447272.

Berrow's House, Hylton Road, Worcester as the same is registered at HM Land Registry with absolute title under title number WR1961.

Market Street, Bury, Lancashire as the same is registered at HM Land Registry with absolute title under title number LA 241195.

Market Street, Bury, Lancashire as the same is registered at HM Land Registry with absolute title under title number GM 471981.

5 James Leigh Street, Manchester as the same is registered at HM Land Registry with absolute title under title number GM 390640.

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

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**Particulars of a mortgage or charge
(continued)**

Continuation sheet No 10
to Form No 395 and 410 (Scot)

CHA 116

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Company Number

3102787

Name of Company

NEWSQUEST (ESSEX) LIMITED

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Description of the instrument creating 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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Part II Leasehold Property

Unregistered

Newspaper House, Churchgate, Bolton, Lancashire demised by a lease dated 31st July, 1981 made between Carl Vreude Anstalt (1) Telebank Television Rentals Limited and ITT Industries Limited (2).

20 Car parking spaces on land adjoining Saint Peter's Sunday School, Bolton-le-Moors, Greater Manchester demised by a lease dated 15th June, 1981 made between the Manchester Diocesan Board of Finance (1) H.O. Fielding, G.W. Daniels, N.G. Holt, G. Fairclough, M. Mitchell, J. Fallows and D. Fort (2) and the Incumbent of St. Peter's Church, The Venerable H.O. Fielding (3).

Unit 4, Cranfield Road, Lostock Industrial Estate, Near Bolton, Greater Manchester demised by a lease dated 31st May, 1985 made between Stonekey (Nominees) Limited (1) and Automotive Products PLC (2).

Unit 19 Europa Boulevard, Gemini Business Park, Warrington, Cheshire demised by a lease dated 30th March, 1995 made between ABB Industrial Systems Limited (1) Reed Regional Newspapers Limited (2).

The News Centre, 2B Fulbourne Road, Walthamstow, London E17 demised by a lease dated 24th August, 1978 made between Walthamstow Building Society (1) and Electrical Press Limited (2)

Unit 1, Brunel Court, Severalls Park Industrial Estate, Colchester, Essex demised by a lease dated 5th July, 1993 made between Frincon Holdings Limited (1) and Reed Regional Newspapers Limited (2).

Unit 2 Brunel Court, Severalls Park Industrial Estate, Colchester, Essex demised by a lease dated 5th July, 1993 made between Frincon Holdings Limited (1) and Reed Regional Newspapers Limited (2).

Oriel House, 43/44 North Hill, Colchester, Essex demised by a lease dated 3rd August, 1995 between Legal and General Assurance Society Limited (1) and Reed Regional Newspapers Limited (2).

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

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**Particulars of a mortgage or charge
(continued)**

Continuation sheet No 11
to Form No 395 and 410 (Scot)

CHA 116

Please complete
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Company Number

3102787

Name of Company

NEWSQUEST (ESSEX) LIMITED

(the "Company")

~~limited~~

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inappropriate

Description of the instrument creating 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)

**Please complete
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Wickham House, 1 Northgate Street, Colchester, Essex demised by a lease dated 2nd January, 1986 between BBA Pension Fund Trustees Limited (1) and Essex County Newspapers Limited (2).

Bay No. 1, Eastpark Trading Estate, Hickman Avenue, Wolverhampton, West Midlands as the same is comprised in a lease dated 25th August, 1993 made between CBH Property Holdings Limited and T. Giles (Glazing) Limited (1) and Reed Regional Newspapers Limited (2).

Bay No. 2, Eastpark Trading Estate, Hickman Avenue, Wolverhampton, West Midlands as the same is comprised in a lease dated 10th September, 1979 made between CBH (Joinery) Limited and Giles (Glazing) Limited (1) and Ledan Limited (2) and a supplemental lease between the same parties dated 1st April, 1981.

Unit A, Hylton Road, Worcester as the same is comprised in a lease dated 28th March, 1977 between Mr & Mrs S.B. Jackson (1) Freefit Services Limited (2) and Roger Stuart Farmer (3).

Unit B, Hylton Road, Worcester as the same is comprised in a lease dated 15th February, 1984 between Mr & Mrs S.B. Jackson (1) and Berrow's Newspaper Group Limited (2).

Car Park at Hylton Road, Worcester as the same is comprised in a lease dated 7th March, 1994 between Mr & Mrs S.B. Jackson (1) and Reed Midland Newspapers Limited (2).

All that land known as 427 Bury New Road, Prestwich, Greater Manchester comprised in a lease dated 21st September, 1990 between Leslie Samuel Stone of 425 Bury New Road, Prestwich (the Landlord), Bury Times Limited of 25 Market Street, Bury, Greater Manchester (the Tenant) and Johnstone Press Plc of 25 Market Street, Bury, Greater Manchester (the Guarantor).

All that land known as Ground Floor Shop Premises situate at 46 Blackburn Street, Radcliffe, Greater Manchester comprised in a lease dated 11th August 1989 between Norman Hamlet of 46 Blackburn Street, Radcliffe, Greater Manchester (the Landlord) and Bury Times Limited of P O Box No.1 Market Street, Bury, Greater Manchester (the Tenant).

Registered

Unit 6A Cranfield Road, Lostock Industrial Estate West, Near Bolton, Greater Manchester as registered at HM Land Registry under title number GM195135.

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

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**Particulars of a mortgage or charge
(continued)**

Continuation sheet No 12
to Form No 395 and 410 (Scot)

CHA 116

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Company Number

3102787

Name of Company

NEWSQUEST (ESSEX) LIMITED

(the "Company")

~~limited~~

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Description of the instrument creating 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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Unit 6B Cranfield Road, Lostock Industrial Estate West, Near Bolton, Greater Manchester as registered at HM Land Registry under title number GM197178.

32 and 34 London Road, Morden as registered at HM Land Registry under title number SGL452510.

Mega House, Crest View Drive, Orpington, Kent as registered at HM Land Registry under title number SGL540734.

5 Sandiford Road, Kimpton Road Industrial Estate, Sutton, Surrey as registered at HM Land Registry under title number SGL478526.

Unit 1, Caxton Court, Severalls Park Industrial Estate, Colchester, Essex CO4 4TG as registered at HM Land Registry under title number EX422789.

The Academy, 138 Bridge Street, Warrington, Cheshire as the same is registered at HM Land Registry with absolute title under title number CH254424.

78 and 79 Francis Road, Edgbaston, Birmingham as the same is registered at HM Land Registry with absolute title under title number WM328307.

St. John's House, St. John's Road, Stourbridge, West Midlands as the same is registered at HM Land Registry with absolute title under title number WM469875.

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Particulars of a mortgage or charge (continued)

Continuation sheet No 13
to Form No 395 and 410 (Scot)

CHA 116

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Company Number

3102787

Name of Company

NEWSQUEST (ESSEX) LIMITED

(the "Company")

~~limited~~

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Description of the instrument creating 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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SCHEDULE B

Company name, former name (if applicable) and registered number	Authorised Capital	Issued Capital	Chargor and No. of Shares held
Newsquest Capital PLC (formerly RRN Group Limited) - 3085915	£91,727,100 US\$100	91,727,001 £1 Special Shares 100 US\$1 Ordinary Shares	Newsquest Holdings Ltd - all issued capital
Newsquest Media Group Limited (formerly Reed Regional Newspapers Limited) - 1676637	£425,100 and US\$1,270: 200 Ordinary Shares, 325,000 1% First Cumulative Redeemable Preference Shares 99,900 1% Second Cumulative Redeemable Preference Shares 1,270 Ordinary Shares of US\$1 each.	425,027 and US\$1,270: 127 Deferred Ordinary Shares, 325,000 1% First Cumulative Redeemable Preference Shares and 99,900 1% Second Cumulative Redeemable Preference Shares and 1,270 Ordinary Shares of US\$1 each.	Newsquest Capital PLC - all issued capital
Newsquest (London) Limited (formerly RRN (London) Limited) - 3105111	1,000 £1 Ordinary Shares	522 £1 Ordinary Shares	Newsquest Media Group Limited - 522 Ord.

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

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**Particulars of a mortgage or charge
(continued)**

Continuation sheet No 14
to Form No 395 and 410 (Scot)

CHA 116

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Company Number

3102787

Name of Company

NEWSQUEST (ESSEX) LIMITED

(the "Company")

~~limited~~

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Description of the instrument creating 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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Company name, former name (if applicable) and registered number	Authorised Capital	Issued Capital	Chargor and No. of Shares held
Newsquest (Essex) Limited (formerly RRN (Essex) Limited) - 3102787	1,000 £1 Ordinary Shares	242 £1 Ordinary Shares	Newsquest Media Group Limited - 242 Ord.
Newsquest (Lancashire) Limited (formerly RRN (Lancashire) Limited) - 3102566	1,000 £1 Ordinary Shares	282 £1 Ordinary Shares	Newsquest Media Group Limited - 282 Ord.
Newsquest (Cheshire/Merseyside) Limited (formerly RRN (Cheshire/Merseyside) Limited) - 3103884	1,000 £1 Ordinary Shares	362 £1 Ordinary Shares	Newsquest Media Group Limited - 362 Ord.
Newsquest (Midlands South) Limited (formerly RRN (Midlands South) Limited) - 3104052	1,000 £1 Ordinary Shares	322 £1 Ordinary Shares	Newsquest Media Group Limited - 322 Ord.
Newsquest Printing (Worcester) Limited (formerly RRN Printing (Worcester) Limited) - 3104055	1,000 £1 Ordinary Shares	32 £1 Ordinary Shares	Newsquest Media Group Limited - 32 Ord.
Newsquest Printing (Lostock) Limited (formerly RRN Printing (Lostock) Limited) - 3104061	1,000 £1 Ordinary Shares	62 £1 Ordinary Shares	Newsquest Media Group Limited - 62 Ord.
Newsquest Printing (Colchester) Limited (formerly RRN Printing (Colchester) Limited) - 3104066	1,000 £1 Ordinary Shares	52 £1 Ordinary Shares	Newsquest Media Group Limited - 52 Ord.
Newsquest Media (Midland) Limited (formerly Reed Midland Newspapers Limited) - 1788479	13,000,000 £1 Ordinary Shares	12,775,000 £1 Ordinary Shares	Newsquest Media Group Limited - 12,775,000 Ord.

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

**Particulars of a mortgage or charge
(continued)**

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Continuation sheet No 15 15
to Form No 395 and 410 (Scot)

CHA 116

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Company Number

3102787

Name of Company

NEWSQUEST (ESSEX) LIMITED

(the "Company")

~~limited~~

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Description of the instrument creating 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)

Company name, former name (if applicable) and registered number	Authorised Capital	Issued Capital	Chargor and No. of Shares held
Newsquest (Cheshire) Limited (formerly Reed Midland Newspapers (Printing) Limited) - 39191	£75,000: 11,700 £5 Ordinary Shares 16,500 £1 Unclassified Shares	£52,000: 10,400 £5 Ordinary Shares	Newsquest Media (Midland) Limited - 10,400 Ord.
Newsquest (Hereford) Limited (formerly Reed Midland Newspapers (South) Limited) - 1049918	100 £1 Ordinary Shares	99 £1 Ordinary Shares	Newsquest Media (Midland) Limited - 99 Ord.
Newsquest (Stourbridge) Limited (formerly Reed Midland Newspapers (Stourbridge) Limited) - 1220511	£4,520: 1,507 £1 Preference Shares 3,013 £1 Ordinary Shares	£4,520: 1,507 £1 Preference Shares 3,013 £1 Ordinary Shares	Newsquest Media (Midland) Limited - 1,507 Pref. Newsquest Media (Midland) Limited - 3,013 Ord.
Newsquest (Worcester) Limited (formerly Reed Midland Newspapers (Worcester) Limited) - 180649	25,000 £1 Ordinary Shares	21,038 £1 Ordinary Shares	Newsquest Media (Midland) Limited - 21,038 Ord.
Newsquest Media (Berrows) Limited (formerly Reed Midland Newspapers (Berrows Newspaper Group) Limited) - 86907	13,200 £1 Ordinary Shares 2,800 £1 5% Cumulative Preference Shares	13,200 £1 Ordinary Shares 2,050 £1 5% Cumulative preference shares	Newsquest Media (Midland) Limited - 13,200 Ord. Newsquest Media (Midland) Limited - 2,050 Pref.
Berrows Newspapers Limited - 343912	100 £1 Ordinary Shares	20 £1 Ordinary Shares	Newsquest Media (Midland) Limited - 20 Ord.
Evesham Admag Limited - 1444038	10,000 £1 Ordinary Shares	5,000 £1 Ordinary Shares	Newsquest Media (Midland) Limited - 5,000 Ord.
The Ludlow Advertiser Limited - 271682	44,500 £1 Ordinary Shares	42,900 £1 Ordinary Shares	Newsquest Media (Midland) Limited - 42,900 Ord.
The Tenbury Advertiser Company Limited - 114302	£4,500: 4,000 £1 Ordinary Shares 500 £1 Preference Shares	£4,416: 3,916 £1 Ordinary Shares 500 £1 Preference Shares	Newsquest Media (Midland) Limited - 500 Pref. Newsquest Media (Midland) Limited - 3,916 Ord.

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Particulars of a mortgage or charge (continued)

Continuation sheet No 16
to Form No 395 and 410 (Scot)

CHA 116

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Company Number

3102787

Name of Company

NEWSQUEST (ESSEX) LIMITED

(the "Company")

~~Limited~~

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inappropriate

Description of the instrument creating 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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Company name, former name (if applicable) and registered number	Authorised Capital	Issued Capital	Chargor and No. of Shares held
Berrows West Midlands Limited - 711093	120,000 £1 Ordinary Shares	120,000 £1 Ordinary Shares	Newsquest Media (Midland) Limited - 120,000 Ord.
Bromsgrove Observer Limited - 157066	22,000 £1 Ordinary Shares	21,040 £5 Ordinary Shares	Newsquest Media (Midland) Limited - 21,040 Ord.
Redditch Observer Limited - 58203	50,000 £1 Ordinary Shares	42,714 £1 Ordinary Shares	Newsquest Media (Midland) Limited - 42,714 Ord.
The Redditch and Bromsgrove Observer Limited - 13631	11,000 £1 Ordinary Shares	5,760 £1 Ordinary Shares	Newsquest Media (Midland) Limited - 5,760 Ord.
Solihull Publishing Company Limited - 1591483	100 £1 Ordinary Shares	100 £1 Ordinary Shares	Newsquest Media (Midland) Limited - 100 Ord.
Stourbridge Publishing Company Limited - 1439046	100 £1 Ordinary Shares	100 £1 Ordinary Shares	Newsquest Media (Midland) Limited - 100 Ord.
Hickman Publications Limited - 1798320	50,000 £1 Ordinary Shares	100 £1 Ordinary Shares	Newsquest Media (Midland) Limited - 100 Ord.
Newsquest Media (Northern) Limited (formerly Reed Northern Newspapers Limited) - 155803	£1,000,000: 823,000 £1 Deferred shares 176,177 £1 Ordinary Shares 92,300 1p Ordinary Shares	£823,872.09: 823,000 £1 Deferred Shares 87,209 1p Ordinary Shares	Newsquest Media Group Limited - 823,000 Def. Newsquest Media Group Limited - 87,209 1p Ord.
Newsquest (Merseyside) Limited (formerly Reed Northern Newspapers (Wirral) Limited) - 1645927	250,000 £1 Ordinary Shares	210,052 £1 Ordinary Shares	Newsquest Media (Northern) Limited - 210,052 Ord.
Newsquest Media (North East) Limited (formerly Reed Northern Newspapers (North East) Limited) - 965765	26,250 £1 Ordinary Shares	26,250 £1 Ordinary Shares	Newsquest Media (Northern) Limited - 26,250 Ord.

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

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**Particulars of a mortgage or charge
(continued)**

Continuation sheet No 17
to Form No 395 and 410 (Scot)

CHA 116

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Company Number

3102787

Name of Company

NEWSQUEST (ESSEX) LIMITED

(the "Company")

~~limited~~

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Description of the instrument creating 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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Company name, former name (if applicable) and registered number	Authorised Capital	Issued Capital	Chargor and No. of Shares held
Newsquest Media (Scotland) Limited (formerly Reed Northern Newspapers (Scotland) Limited) - 1199800	25,000 £1 Ordinary Shares	2 £1 Ordinary Shares	Newsquest Media (Northern) Limited - 1 Ord.
Northern Counties Newspapers (Tyneside) Limited - 409763	£50,000: 30,000 £1 Deferred Shares 20,000 £1 Ordinary Shares	37,500: 30,000 £1 Deferred Shares 7,500 £1 Ordinary Shares	Newsquest Media (Northern) Limited - 30,000 Deferred Shares Newsquest Media (Northern) Limited - 7,500 Ordinary Shares
The Gateshead Post Limited - 1282665	25,000 £1 Ordinary Shares	2 £1 Ordinary Shares	Newsquest Media (Northern) Limited - 1 Ord.
Newsquest (Bolton) Limited (formerly Reed Northern Newspapers (Bolton/St Helens) Limited) - 618430	35,000 £1 Ordinary Shares	27,300 £1 Ordinary Shares	Newsquest Media (Northern) Limited - 27,300 Ord.
Newsquest (Blackburn) Limited (formerly Reed Northern Newspapers (Let/Citizen) Limited) - 1386277	100,000 1p Ordinary Shares	60,000 1p Ordinary Shares	Newsquest Media (Northern) Limited - 60,000 Ord.
Newsquest Media (Messenger) Limited (formerly Reed Northern Newspapers (Cheshire) Limited) - 1352551	100 £1 Ordinary Shares	50 £1 Ordinary Shares	Newsquest Media (Northern) Limited - 50 Ord.
Newsquest Media (Southern) Limited (formerly Reed Southern Newspapers Limited) - 1622542	9,500,000 5p Ordinary Shares	7,750,969 5p Ordinary Shares	Newsquest Media Group Limited - 7,750,969 Ord.

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

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**Particulars of a mortgage or charge
(continued)**

Continuation sheet No 18
to Form No 395 and 410 (Scot)

CHA 116

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Company Number

3102787

Name of Company

NEWSQUEST (ESSEX) LIMITED

(the "Company")

~~limited~~

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Description of the instrument creating 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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Company name, former name (if applicable) and registered number	Authorised Capital	Issued Capital	Chargor and No. of Shares held
Essex County Newspapers Limited - 108918	125,000: 100,000 £1 Deferred Shares 20,000 £1 Ordinary Shares 5,000 £1 Redeemable Preference Shares	120,000: 20,000 £1 Ordinary Shares 100,000 £1 Deferred Shares	Newsquest Media (Southern) Limited - 20,000 Ord. Newsquest Media (Southern) Limited - 100,000 Def.
Colchester Express Enterprises and Publications Limited - 1360429	1,000 £1 Ordinary Shares	1,000 £1 Ordinary Shares	Essex County Newspapers Limited - 1,000 Ord.
Regional Letterbox Services Limited (formerly Reed Letterbox Services Limited) - 850141	130,000 £1 Ordinary Shares	130,000 £1 Ordinary Shares	Essex County Newspapers Limited - 130,000 Ord.
Newsquest (Lancs Free) Limited (formerly Reed Southern Print Limited) - 112092	50,000 £1 Ordinary Shares	36,527 £1 Ordinary Shares	Newsquest Media (Southern) Limited - 36,527 Ord.
South London Guardian Limited - 260155	90,000 £1 Ordinary Shares	88,011 £1 Ordinary Shares	Newsquest Media (Southern) Limited - 88,011 Ord.
First Vogue Limited - 1519061	100 £1 Ordinary Shares	100 £1 Ordinary Shares	Newsquest Media (Southern) Limited - 100 Ord.
Guardian Graphics Limited - 1622525	10,000 £1 Ordinary Shares	100 £1 Ordinary Shares	Newsquest Media (Southern) Limited - 100 Ord.
Morgan Truman Publications Limited - 1340807	50,000 £1 Ordinary Shares	10,000 £1 Ordinary Shares	Newsquest Media (Southern) Limited - 10,000 Ord.
News Shopper Limited - 839492	100 £1 Ordinary Shares	85 £1 Ordinary Shares	Newsquest Media (Southern) Limited - 85 Ord.
Mega Suburban Printing Limited - 916636	100 £1 Ordinary Shares	100 £1 Ordinary Shares	Newsquest Media (Southern) Limited - 100 Ord.
Bromley Property News Limited - 1708224	100 £1 Ordinary Shares	48 £1 Ordinary Shares	Newsquest Media (Southern) Limited - 48 Ord.
The Croydon Property News Limited - 1601902	10,000 £1 Ordinary Shares	70 £1 Ordinary Shares	Newsquest Media (Southern) Limited - 70 Ord.

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

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**Particulars of a mortgage or charge
(continued)**

Continuation sheet No 9
to Form No 395 and 410 (Scot)

CHA 116

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Company Number

3102787

Name of Company

NEWSQUEST (ESSEX) LIMITED

(the "Company")

~~limited~~*

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Description of the instrument creating 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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Company name, former name (if applicable) and registered number	Authorised Capital	Issued Capital	Chargor and No. of Shares held
Guardian Gazette and Independent Newspapers Limited - 1457997	50,000 £1 Ordinary Shares	10,000 £1 Ordinary Shares	Newsquest Media (Southern) Limited - 10,000 Ord.
Ivornow Limited - 1392369	100 £1 Ordinary Shares	100 £1 Ordinary Shares	Newsquest Media (Southern) Limited - 100 Ord.
Helmsign Limited - 1332948	100 £1 Ordinary Shares	100 £1 Ordinary Shares	Newsquest Media (Southern) Limited - 100 Ord.
Billington and Wright Limited - 1060014	£27,500: 25,000 £1 Ordinary Shares 25,000 10p preference shares	£27,500: 25,000 £1 Ordinary Shares 25,000 10p preference shares	Newsquest Media (Southern) Limited - 25,000 Ord. Newsquest Media (Southern) Limited - 25,000 Pref.
Daily News Group Limited - 665586	50,000 £1 Ordinary Shares	50,000 £1 Ordinary Shares	Newsquest Media Group Limited - 50,000 Ord.
Second City Consultants Limited - 1398793	100 £1 Ordinary Shares	100 £1 Ordinary Shares	Newsquest Media Group Limited - 100 Ord.
London and Kent Newspapers Limited - 1237488	£100,000: 70,000 £1 Deferred Shares 30,000 £1 Ordinary Shares	£77,000 70,000 £1 Deferred Shares 7,000 £1 Ordinary Shares	Newsquest Media Group Limited - 70,000 Def. Newsquest Media Group Limited - 7,000 Ord.
Bury Times Limited - 875708	£320,000: 160,000 £1 Ordinary Shares 160,000 £1 Deferred Shares	£320,000: 160,000 £1 Ordinary Shares 160,000 £1 Deferred Shares	Newsquest Media Group Limited - 160,000 Def. Newsquest Media Group Limited - 160,000 Ord.
Swallowdove Limited - 3194661	£100: 100 £1 Ordinary Shares	1 £1 Ordinary Share	Newsquest Media Group Limited - 1 Ord.
Pythondeck Limited - 3194791	£100: 100 £1 Ordinary Shares	1 £1 Ordinary Share	Swallowdove Limited - 1 Ord.

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

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**Particulars of a mortgage or charge
(continued)**

Continuation sheet No 20
to Form No 395 and 410 (Scot)

CHA 116

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Company Number

3102787

Name of Company

NEWSQUEST (ESSEX) LIMITED

(the "Company")

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Description of the instrument creating 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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Company name, former name (if applicable) and registered number	Authorised Capital	Issued Capital	Chargor and No. of Shares held
Oystercove Limited - 3253100	£100: 100 £1 Ordinary Share	1 £1 Ordinary Share	Swallowdove Limited - 1 Ord.
PL Publishing - 329151	£240,000,000: 918,778,370 25p Ordinary Shares 41,221,630 25p Deferred Shares 1,550 US\$1 Bearer Shares	400 25p Ordinary Shares 1,550 US\$1 Bearer Shares	Pythondeck Limited - 399 Ord. Oystercove Limited - 1 Ord. Pythondeck Limited - 1,550 Bearer

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

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**Particulars of a mortgage or charge
(continued)**

Continuation sheet No 21
to Form No 395 and 410 (Scot)

CHA 116

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Company Number

3102787

Name of Company

NEWSQUEST (ESSEX) LIMITED

(the "Company")

limited

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

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

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SCHEDULE C

Part I Intellectual Property Rights

None listed at the date of the Debenture.

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

Please do not
write in this
binding margin

**Particulars of a mortgage or charge
(continued)**

Continuation sheet No 22
to Form No 395 and 410 (Scot)

CHA 116

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

Company Number

3102787

Name of Company

NEWSQUEST (ESSEX) LIMITED

(the "Company")

~~limited~~

* delete if
inappropriate

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

Please do not
write in this
binding margin

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

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Please do not
write in this
binding margin

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

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

Please do not
write in this
binding margin

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

SCHEDULE C

Part II

Schedule of Licence Agreements

None listed at the date of the Debenture

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

Please do not
write in this
binding margin

**Particulars of a mortgage or charge
(continued)**

Continuation sheet No 23
to Form No 395 and 410 (Scot)

CHA 116

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

Company Number

3102787

Name of Company

NEWSQUEST (ESSEX) LIMITED

(the "Company")

~~limited~~

* delete if
inappropriate

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

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

Please do not
write in this
binding margin

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

Please do not
write in this
binding margin

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

Please complete
legibly, preferably
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SCHEDULE C

PART III

Schedule of Unregistered Newspaper Titles

Lancashire

Lancashire Evening Telegraph
Blackburn Citizen Group
Burnley Citizen Group
Lancaster & Morecambe Citizens
Preston & Leyland Citizen Group
Chorley Citizen
Blackpool Citizen Group
Bolton Evening News
Bolton Journal
Bury Journal
Leigh, Tyldesley & Atherton Journal
St Helens Star
Bury Times
Radcliffe Times
Prestwich & Whitefield Guide

Essex

Braintree & Witham Times
Brentwood Weekly News
Chelmsford Weekly News
Clacton & Frinton Gazette
Coastal Express
Colchester Evening Gazette
Colchester Express
Essex County Standard
Halstead Gazette
Harwich & Manningtree Standard
Maldon & Burnham Standard
Essex Weekly News

North London

Enfield Independent
Haringey Independent
Waltham Forest Guardian Series
Epping Forest and Redbridge Independent
West Essex Gazette Series/Redbridge Guardian
Waltham Forest Independent
Harlow Citizen and Bishop's Stortford & Stansted Citizen

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

Please do not
write in this
binding margin

**Particulars of a mortgage or charge
(continued)**

Continuation sheet No 24
to Form No 395 and 410 (Scot)

CHA 116

Please complete
legibly, preferably
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bold block lettering

Company Number

3102787

Name of Company

NEWSQUEST (ESSEX) LIMITED

(the "Company")

~~limited~~

* delete if
inappropriate

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

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

Please do not
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Please complete
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in black type, or
bold block lettering

Please do not
write in this
binding margin

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

Please complete
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bold block lettering

SE London/NW Kent

Bromley News Shopper Series
Bexley and Dartford News Shopper Series
Lewisham and Greenwich News Shopper Series

South/South West London Guardian

Croydon Guardian
Kingston Guardian Series
Streatham/Clapham/Dulwich Guardian
Sutton Guardian Series
Wandsworth Guardian Series
Wimbledon Guardian Series
Surrey Comet Series

Merseyside

Wirral Globe
Runcorn World (inc. Frodsham & Helsby World) & Widnes

Cheshire

Stockport Messenger
Stretford & Urmston Messenger
Sale & Altringham Messenger
Wilmslow Messenger
Macclesfield Messenger
Warrington Guardian Series
Newton & Golborne Guardian
Warrington Midweek Guardian
Mid Cheshire Guardian Group
World Crewe & Nantwich Guardian
Congleton & Biddulph Guardian

Midlands South

Hereford Times
Worcester Evening News
Malvern Gazette/Ledbury Reporter
Ludlow/Tenbury Wells Advertiser
Berrows Worcester Journal
Stourbridge News & County Express
Redditch Advertiser/Alcester Chronicle
Halesowen News
Dudley News

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

Please do not
write in this
binding margin

**Particulars of a mortgage or charge
(continued)**

Continuation sheet No 25
to Form No 395 and 410 (Scot)

CHA 116

Please complete
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in black type, or
bold block lettering

Company Number

3102787

Name of Company

NEWSQUEST (ESSEX) LIMITED

(the "Company")

limited

* delete if
inappropriate

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

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

Please do not
write in this
binding margin

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

Please do not
write in this
binding margin

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

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

Kidderminster Shuttle/Kidderminster Times/Stourport News
Journal Series (Evesham/Cotswold/Stratford upon Avon)
Bromsgrove Advertiser/Messenger/Droitwich Advertiser
The Tewkesbury North Gloucestershire and Evesham Admag
Leominster Advertiser

B3:78507.1

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03102787

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A GUARANTEE AND DEBENTURE DATED THE 5th DECEMBER 1996 AND CREATED BY NEWSQUEST (ESSEX) LIMITED FOR SECURING ALL PRESENT AND FUTURE OBLIGATIONS WHATSOEVER OF EACH OBLIGOR (AS DEFINED) TO CREDIT SUISSE AS AGENT AND TRUSTEE FOR ITSELF AND THE LENDERS AND THE LENDERS (AS DEFINED) OR ANY OF THEM UNDER EACH OR ANY OF THE SENIOR FINANCE DOCUMENTS (AS DEFINED) OR ANY OTHER DOCUMENT EVIDENCING OR SECURING ANY SUCH LIABILITIES WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 17th DECEMBER 1996.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19th DECEMBER 1996.


D. JENKINS

for the Registrar of Companies

LC
19-12-96



COMPANIES HOUSE

HC026B