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CHFP025

Please do not
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Please complete
legibly, preferably
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 £13 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

2

3855411

Name of company

* Citipost (Holdings) Limited (the "Company")

Date of creation of the charge

3 April 2008

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

A deed of admission dated 3 April 2008 (the "Deed") to an omnibus guarantee
and set off agreement dated 28 February 2006 (the "Agreement")

Amount secured by the mortgage or charge

All moneys and liabilities then due or which might thereafter become due to
Lloyds TSB Bank plc (the "Bank") from either the Company or one or more of
the other parties to the Agreement (other than the Bank) being at the date
hereof the following companies

Citipost AMP Limited (Company number 3451070)
Citipost International Limited - (Company number 3255735)
Citipost Direct Distribution Limited - (Company number 5067425)
Citipost DSA Limited - (Company number 3756000)
Citipost (Holdings) Limited - (Company number 3855411)

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

Lloyds TSB Bank plc of 25 Gresham Street, London

Postcode EC2V 7HN

Presentor's name address and
reference (if any)

Berwin Leighton Paisner LLP
Adelaide House
London Bridge
London
EC4R 9HA

SSWI/21273 38

Time critical reference

For official Use (02/00)

Mortgage Section

Post room

FRIDAY



"LOSATYSU"

LD3

11/04/2008

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COMPANIES HOUSE

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

NOTE By clause 13(e) of the Agreement, the Company agreed that it would not (without the prior written consent of the Bank) assign, 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)

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)

nil

Signed Berni Leighton Paine CIP

Date 10 April 2008

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

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

Notes

† 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
- 5 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge Cheques and Postal Orders must be made payable to **Companies House**
- 6 The address of the Registrar of Companies is **Companies House, Crown Way, Cardiff CF14 3UZ**



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 3855411
CHARGE NO. 2**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEED OF ADMISSION TO AN
OMNIBUS GUARANTEE AND SET-OFF AGREEMENT DATED 3
APRIL 2008 AND CREATED BY CITIPOST (HOLDINGS) LIMITED
FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM
THE COMPANY AND/OR ALL OR ANY OF THE 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 11
APRIL 2008**

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17 APRIL 2008

W. S. S. S.



Companies House
— for the record —



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**