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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

A fee of £13 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

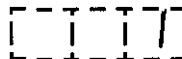
*insert full name of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



03891053

Name of company

* PA News Limited

Date of creation of the charge

14 July 2005

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

Debenture

Amount secured by the mortgage or charge

All the Company's liabilities to National Westminster Bank plc (the "Bank") of any kind and in any currency (whether present or future actual or contingent and whether incurred alone or jointly with another) including banking charges, commission, interest, costs and expenses.

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

National Westminster Bank Plc
135 Bishopsgate
London

Postcode EC2M 3UR

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

Taylor Wessing
Carmelite
50 Victoria Embankment
London
EC4Y 0DX

For official Use (02/00)
Mortgage Section



Time critical reference

DLR/DZG/PRE-44-32 Deb PA

Short particulars of all the property mortgaged or charged

1. By way of legal mortgage:-

All the freehold and leasehold property now vested in or charged to the Company including any registered land.

2. By way of fixed charge:-

2.1 All estates or interests in any freehold and leasehold property now and in the future vested in or charged to the Company except the property charged by Clause 1.1 of the Debenture.

2.2 All fixtures and fittings from time to time attached to any freehold and leasehold property of the Company.

2.3 All the plant and machinery vehicles and computer equipment of the Company present and future not regularly disposed of in the ordinary course of business and all associated warranties and maintenance contracts.

2.4 All furniture furnishings equipment tools and other chattels of the Company present and future not regularly disposed of in the ordinary course of business.

2.5 All rents receivable from any lease granted out of any freehold and leasehold property of the Company.

2.6 All the goodwill and uncalled capital of the Company present and future.

2.7 All stocks shares and other securities held by the Company from time to time in any subsidiary and all income and rights derived from or attaching to the same.

2.8 All stocks shares and other securities of the Company present and future (except those charged by Clause 2.7) and all income and rights derived from or attaching to the same.
(please see continuation sheet)

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

Taylor W. W. W.

Date

28-07-05

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)

† 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 situated 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

2.9 All Intellectual Property Rights choses in action licences and claims of the Company present and future and the insurance policies and proceeds of any insurance from time to time affecting the Property. "Intellectual Property Rights" include (without limitation) all rights in patents inventions copyrights design rights trademarks service marks database rights confidential information know-how domain names and business names.

2.10 The benefit of any currency or interest rate swap cap or collar or other hedging agreement or any futures transaction or treasury instrument made with the Bank or any third party.

2.11 All book debts and other debts of the Company present and future and the proceeds of payment or realisation of each of them until the receipt of the proceeds from time to time into an account in accordance with Clause 4.2 of the Debenture.

2.12 All funds standing to the credit of the Company from time to time on any account with the Bank or any other bank or financial institution or organisation including all receipts from time to time paid into an account in accordance with Clause 4.2 of the Debenture provided that the Bank may without prejudice to the Debenture permit the Company to make withdrawals from time to time

3 By way of floating charge, the undertaking and all property assets and rights of the Company present and future not subject to a fixed charge under the Debenture.

Note:- The Debenture contains covenants by the Company with the Bank not without the Bank's prior written consent to:

(a) create or permit to arise any mortgage charge or lien on the Property

(b) dispose of the Property charged by Clauses 1.1 to 1.13 of the Debenture

(c) deal with the Company's book debts and other debts otherwise than by collecting them in the ordinary course of the Company's business and in particular the Company will not realise its book debts and other debts by means of block discounting factoring or the like

(d) dispose of the Property charged by Clause 1.13 of the Debenture other than in the ordinary course of business

(e) grant or accept a surrender of any lease or licence of or part with or share possession or occupation of its freehold and leasehold property or any part of it

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03891053

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 14th JULY 2005 AND CREATED BY PA NEWS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NATIONAL WESTMINSTER BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 29th JULY 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 3rd AUGUST 2005.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —