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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.

395

CHFP004

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 block lettering

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

For official use

Company number

1

05167419

Name of company

* Booksource Limited

*insert full name of company

Date of creation of the charge

20 June 2008

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 Obligations to National Westminster Bank Plc of any kind and in any currency (present, future, actual or contingent and whether incurred alone or jointly with another) including interest and expenses

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

National Westminster Bank Plc

Mid Town Commercial Business Office, 7th Floor,

280 Bishopsgate, London

Postcode

EC2M 4RB

Presentor's name address and
Reference (if any)
Our ref LMS RCG 161623 10

Russell House, 1550 Parkway, Solent
Business Park, Whiteley, Fareham,
Hampshire, PO15 7AG

Time critical reference

For official Use
Mortgage Section

Post room

FRIDAY



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27/06/2008

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COMPANIES HOUSE

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Short particulars of all the property mortgaged or charged

- 1 By way of fixed charge the following property of the Company whether owned now or in the future -
 - (i) all interests in any freehold and leasehold property (Land) vested in or charged to the Company
 - (ii) all fixtures and fittings attached to any Land,
 - (iii) all plant and machinery including any associated warranties and maintenance contracts,
 - (iv) all rents receivable from any lease granted out of any Land,
 - (v) all the goodwill of the Company's business,
 - (vi) any uncalled capital
 - (vii) all stocks shares and other securities held by the Company in any subsidiary and all income and rights derived from or attaching to those stocks shares or securities,
 - (viii) all intellectual property, licences, claims, insurance policies, proceeds of any insurance and any other legal rights
 - (ix) the benefit of any hedging arrangements futures transactions or treasury instruments,
 - 2 By way of floating charge all the other property assets and rights of the Company owned now or in the future which are not subject to a fixed charge under the Debenture or under any other security held by the Bank
- Note 1 The Debenture contains covenants by the Company that the Company will not without the consent of Bank -
- (a) permit or create any mortgage charge or lien on the property
 - (b) dispose of the property, other than disposals in the ordinary course of business of property charged by way of floating charge
 - (c) call on, or accept payment of any uncalled capital
 - (d) deal with its book and other debts, except by collecting them in the ordinary course of business,
 - (e) grant or accept a surrender of any lease or licence of any of its Land or consent to any assignment or sub letting by a tenant
 - (f) part with or share possession or occupation of any of its Land
- Note 2 The Debenture gives the Bank power to appoint an Administrator

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

A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge

(See Note 5)

For National Westminster Bank Plc

Signed

Moosmiths

Date

26 June 2008

Duly Authorised Official

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 -

Companies House, Crown Way, Cardiff CF14 3UZ, DX 33050 Cardiff
M395



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

**COMPANY NO. 5167419
CHARGE NO. 1**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 20 JUNE 2008
AND CREATED BY BOOKSOURCE 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 27 JUNE 2008**

GIVEN AT COMPANIES HOUSE, CARDIFF THE 1 JULY 2008



Companies House
— for the record —



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