M

CHWP000

Please do not write in this margin COMPANIES FORM No. 403b .

Declaration that part of the property or undertaking charged (a) has been released from the charge; (b) no longer forms part of the company's property or undertaking

403<sub>b</sub>

Pursuant to section 403(1) (b) of the Companies Act 1985

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Presenter's name address and reference (if any) ·

Commissioner for Oaths

Louise Millard, Mallesons Stephen Jaques, 6th Floor, Alder Castle, 10 Noble Street, London EC2V 7JX For official Use (02/06) Mortgage Section

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**COMPANIES HOUSE** 

Continuation sheet No. 1 to Form No. 403b

Name of company ACP MEDIA (UK) INVESTMENTS LIMITED Company number 05296666

## Date and description of charge

A Combination Security Deed (Vic, ACT, NT and offshore) between UBS Nominees Pty Limited as Chargee, ACP Magazines Limited, ACP Mastheads Pty Limited, ACP Masthead Nominees Pty Limited, Australian Consolidated Press Limited, ecorp Limited, General Television Corporation Proprietary Limited, Nine Films & Television Pty Limited, Nine Network Australia Pty Limited, Nine Network Productions Pty Limited, Pay TV Holdings Pty Limited, PBL Media Debenture Co Pty Ltd, PBL Media Finance Pty Limited, PBL Media Finance (1) Pty Limited, PBL Media Finance (3) Pty Limited, PBL Media Finance Holdings Pty Ltd, PBL Media Holdings Pty Limited, PBL Media Mastheads Pty Limited, PBL Media Pty Limited, Petelex Pty Limited, Queensland Television Limited, Shertip Pty Limited, TCN Channel Nine Pty Limited, Television Holdings Darwin Pty Limited, Territory Television Pty Limited, White Whale Pty Limited, ACP Media Limited, ACP Media (UK) Limited and the Company as Chargors dated 5 February 2007 (the "Security")

Continuation sheet No. 2 to Form No. 403b

Name of company ACP MEDIA (UK) INVESTMENTS LIMITED Company number 05296666

## Name and address of chargee

UBS Nominees Pty Limited, a company incorporated in the Commonwealth of Australia with Australian Business Number 32 001 450 552, of Level 16, Chifley Tower, 2 Chifley Square, Sydney, NSW 2000, Australia ("Security Trustee")

Continuation sheet No. 3 to Form No. 395

Name of company ACP MEDIA (UK) INVESTMENTS LIMITED Company number 05296666

Short particulars of property or undertaking released or no longer part of the company's property or undertaking

The Security Trustee releases the Secured Property (as defined below) from the Security.

## Secured Property means:

- (a) all capital rights, profit share entitlements, all rights in respect of the Partnership Deed and the Partnership Business and any other rights of the Obligor in the Partnership from time to time; and
- (b) the loan made by the Obligor to the Partnership in the amount of GBP21,500,000 (as such amount may be repaid or varied from time to time)

Continuation sheet No. 4 to Form No. 395

Name of company
ACP MEDIA (UK) INVESTMENTS
LIMITED

Company number 05296666

## **Definitions**

In this Companies Form No. 403b.

Partnership is the partnership known as the ACP-Natmag Partnership constituted by a partnership deed dated 16 December 2004 between the Natmag Investments Limited, the Company, ACP Publishing Pty Limited and The National Magazine Company Limited (the "Partnership Deed")

Partnership Business means the business of production, publication, sale and distribution of the Publications and all activities related to the Publications including, without limitation, export activities, events, supplements, guides or other printed, electronic and event-related activities;

Partnership Deed means the deed described in the definition of Partnership

Publications means the magazines entitled "Best", "Real People" and "Reveal",

Security means the Combination Security Deed (Vic, ACT, NT and offshore) as described in Continuation Sheet 1.

Security Trustee means UBS Nominees Pty Limited, a company incorporated in the Commonwealth of Australia with Australian Business Number 32 001 450 552, of Level 16, Chifley Tower, 2 Chifley Square, Sydney, NSW 2000, Australia.

Senior Facilities Agreement means the Senior Facilities Agreement for Project Y dated 5 February 2007 (as amended from time to time)

A reference to a person includes a reference to the person's executors, administrators, successors, substitutes (including persons taking by novation) and assigns

Terms used and not otherwise defined in this Companies Form No 403b (if any) have the same meaning given to them in the Senior Facilities Agreement