

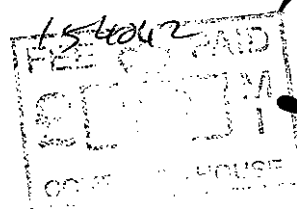
M

CHA230

Companies Form No. 395

Particulars of a mortgage or charge

188 £10



395

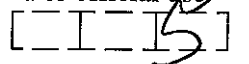
Please do not write in this margin

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

For official use



Company number

00167825

Name of company

NORTH WALES NEWSPAPERS LIMITED

("the Company")

* insert full name of company

Date of creation of the charge

31 day of March 1999

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

MORTGAGE DEBENTURE made between (1) the Company and
(2) AIB Group (UK) p.l.c. ("the Bank")

Amount secured by the mortgage or charge

All liabilities of the Company present and future
actual and/or contingent to the Bank

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

AIB Group (UK) p.l.c.

postcode

Presentor's name address and
reference (if any):Palser Grossman Solicitors
Discovery House
Scott Harbour
Cardiff Bay
CF1 5PJ Ref: LJ/NM/3133-1-0

Time critical reference

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

1. A fixed equitable charge over the Company's estate or interest in all freehold and/or leasehold property now or at any time belonging to or charged to the Company (other than the property described in 8 below) and the benefit of all other agreements or licences relating to land to which from time to time the Company is a party or otherwise entitled and all buildings, fixtures (including trade fixtures) and any fixed plant and machinery owned by the Company thereon from time to time and the proceeds of sale of all or any of the foregoing ("the Equitably Charged Property").
- 2 (a). A fixed charge over all book debts and other debts now or at any time due or owing to the Company and (subject to the following proviso) all moneys which the Company receives in respect thereof but so that in the absence of specific written instructions from the Bank to the contrary the Company shall pay into the Company's current account with the Bank or if directed by the Bank into a special or specific designated account with the Bank either in the name of the Company or the Bank or in the joint names of the Company and the Bank or into such other account as the Bank may direct all moneys which it may receive in respect thereof and shall not without the prior consent in writing of the Bank sell, factor, discount or otherwise charge or assign the same in favour of any other person or purport to do so and the Company shall if called upon to do so by the Bank from time to time execute legal assignments of such book and other debts to the Bank. Provided that prior to the Mortgage Debenture becoming enforceable, in the absence of any directions to the contrary from the Bank any moneys in respect of the said book and other debts received by the Company and paid into the Company's current account with AIB Group (UK) p.l.c. shall be released from the fixed charge and shall become subject to the floating charge referred to in (7) below.
- (b). A fixed charge over all credit balances of the Company with the Bank or with other bankers or other third parties but so that the Company shall inform the Bank of the existence of any such credit balances and shall if so directed by the Bank transfer such credit balances into an account with the Bank and the Company shall not without the prior written consent of the Bank sell or otherwise charge or assign the same in favour of any other person or purport to do so.

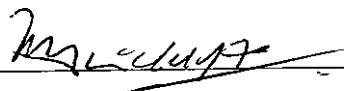
Please do not
write in
this margin

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed



Date

31/3/99

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 The address of the Registrar of Companies is:

Companies House,
Crown Way,
Maindy,
CARDIFF CF4 3UZ



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00167825

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE DEBENTURE DATED THE 31st MARCH 1999 AND CREATED BY NORTH WALES NEWSPAPERS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO AIB GROUP (UK) p.l.c. ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 16th APRIL 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20th APRIL 1999.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E

HC026A