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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

403b

CHFP025

Please do not write in this margin

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

*insert full name of company

To the Registrar of Companies
(Address overleaf)

For official use

Company number

1 2

4205228

Name of company

* Yell Limited

I, **John CONDRON**

of **23 Rosebery Road, Muswell Hill, London N10 2LE**

† delete as appropriate

[a director] ~~[the secretary]~~ ~~[an administrator]~~ ~~[an administrative officer]~~ of the above company, do

† insert a description of the instrument(s) creating or evidencing the charge, eg 'Mortgage', 'Charge', 'Debenture' etc.

solemnly and sincerely declare that with respect to the charge described below the part of the property or undertaking described [has been released from the charge] ~~[has ceased to form part of the~~

~~company's property or undertaking]~~†

Date and description of charge † Debenture dated 16 April 2002

Date of registration † 22 April 2002

‡ the date of registration may be confirmed from the certificate

Name and address of [chargee] ~~[debenture holder]~~† Deutsche Bank AG London
Winchester House
1 Great Winchester Street, London

§ insert brief details of property or undertaking no longer subject to the charge

Short particulars of property or undertaking released or no longer part of the company's property or undertaking § See attached continuation sheet

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at **17 Cavendish Square, London W1**

Declarant to sign below

Day Month Year

on **18 06 2003**

before me **[Signature] / mee. (Christopher Smeo)**

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

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

Herbert Smith
Exchange House
Primrose Street
London
EC2A 2HS

For official use
Mortgage section



A29
COMPANIES HOUSE
RMU
COMPANIES HOUSE
A08
COMPANIES HOUSE

AQUBAM46

0126
26/06/03
0033
19/06/03
AIPCWLX7

0187
19/06/03

SCHEDULE 1

Yell Charged Assets

In this Schedule 1, the following expressions have the following meanings unless inconsistent with the context:

| | |
|--------------------------------------|---|
| “the Business” | the provision of direct marketing and database development services in the business-to-business market carried on at the date of the Business Purchase Agreement by the Company under the name Yell Data but excluding, for the avoidance of doubt and without limitation, the Trade Mark Licence and the Data Supply Agreement |
| “Business Assets” | all the property, undertaking, rights and assets of the Business to be sold by the Company to the Purchaser pursuant to clause 2.1 of the Business Purchase Agreement |
| “Business Purchase Agreement” | the agreement of even date herewith between the Company, YPS and the Purchaser relating to the sale and purchase of the business carried on under the name Yell Data |
| “Data Supply Agreement” | the agreement of even date herewith between the Company and the Purchaser relating to the supply of data |
| “the Debts” | the aggregate amount owing (whether or not then due and payable) to the Company at the Transfer Date in connection with the carrying on of the Business prior to the Transfer Date |
| “the Employees” | the employees of the Company employed in the Business as listed in Schedule 9 of the Business Purchase Agreement |
| “the Equifax Agreement” | the strategic alliance agreement dated 20 November 2000 and made between (1) Equifax plc and (2) British Telecommunications plc (trading as “Yellow Pages”) (as may have been subsequently amended or varied) |
| “the Excluded Assets” | the assets excluded for the sale of the Business as listed in paragraph 10 of this Schedule 1 |

“Intellectual Property Rights”

all patents, trade marks, copyright, moral rights, rights to prevent passing off, rights in designs, domain names, database rights and all other intellectual or industrial property rights, in each case whether registered or unregistered and including applications or rights to apply for them and together with all extensions and renewals of them, and in each and every case, all rights or forms of protection having equivalent or similar effect anywhere in the world

“Know How”

all inventions, discoveries, improvements, designs, techniques, computer programs, methods, processes and information (including that comprised in or derived from formulae, techniques, designs, specifications, drawings, component lists, manuals, codes of practice, instructions and catalogues)

“the Purchaser”

EXPERIAN LIMITED (registered number 653331) whose registered office is at Talbot House, Talbot Street, Nottingham NG1 5HF

“the Supplier Contracts”

All orders, engagements, contracts or licences entered into in the ordinary course of business prior to the Transfer Date by or on behalf of the Company with suppliers for the supply of goods or services exclusively in connection with the Business, or with licensors of Intellectual Property Rights and/or Know How licensed exclusively for use in the Business, which remain (in whole or in part) to be performed by the supplier in the case of supply contracts, or continue in force in the case of licences permitting the use of Intellectual Property Rights and/or Know How, including those listed in paragraph 4(ii) below

“the Trade Mark Licence”

the agreement of even date herewith between the Company and the Purchaser relating to the licence of certain trade marks of the Business

“the Transfer Date”

12:01 a.m. on 15th June 2003

| | |
|----|----------------------------|
| 1. | THE BUSINESS CLAIMS |
|----|----------------------------|

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| | All rights and claims of the Company under any warranties, conditions, guarantees, indemnities or insurance policies subsisting at the Transfer Date whether express or implied in favour of the Company in relation to any Business Assets |
|--|---|

| | | | | | | | | | | | | | |
|--|---|--|------------|---|------------|--|------------|---|------------|--|------------|---|------------|
| 2. | <p>THE BUSINESS INTELLECTUAL PROPERTY</p> <p>All Intellectual Property Rights (excluding domain names) owned by the Company and used exclusively in relation to the Business (except for those Intellectual Property Rights that are defined in and will be licensed to the Purchaser pursuant to either the Data Supply Agreement or the Trade Mark Licence), particulars of the material rights concerned being set out, without limitation, as follows:</p> <p>The computer program known as "Phoenix" including all elements thereof, and all related routines, applications, processes, systems and libraries in source, object and machine code form and related documentation</p> | | | | | | | | | | | | |
| 3. | <p>THE BUSINESS KNOW HOW</p> <p>That Know How which is used exclusively in relation to the Business but which is not used or held under the terms of a Supplier Contract</p> | | | | | | | | | | | | |
| 4. | <p>THE CONTRACTS</p> <p>i) The Customer Contracts</p> <p>All orders, engagements or contracts entered into prior to the Transfer Date by or on behalf of the Company with customers for the sale of goods or provision of services by the Company exclusively in connection with the Business which remain (in whole or in part) to be performed by the Company but, in all cases, excluding the Equifax Agreement</p> <p>ii) The Supplier Contracts</p> <p>All orders, engagements, contracts or licences entered into in the ordinary course of business prior to the Transfer Date by or on behalf of the Company with suppliers for the supply of goods or services exclusively in connection with the Business, or with licensors of Intellectual Property Rights and/or Know How licensed exclusively for use in the Business, which remain (in whole or in part) to be performed by the supplier in the case of supply contracts, or continue in force in the case of licences permitting the use of Intellectual Property Rights and/or Know How, including those listed below:</p> <table> <tr> <td>Agreement between Britannia Data Management plc and Yellow Pages Business Database for document storage</td><td>27.05.1989</td></tr> <tr> <td>Agreement between Britannia Data Management Limited and British Telecommunications plc trading as Business Database (Company name changed to Iron Mountain)</td><td>30.04.1993</td></tr> <tr> <td>Agreement between British Telecommunications plc (trading as Yellow Pages) and Search Software America PTY Limited (with amendments) for the use of software</td><td>17.01.1994</td></tr> <tr> <td>Agreement between Avco Systems Limited and British Telecommunications plc trading as The Business Database</td><td>31.01.1996</td></tr> <tr> <td>Agreement between Avco Systems Limited and British Telecommunication plc trading as The Business Database</td><td>18.12.1996</td></tr> <tr> <td>Ordnance Survey Licence in favour of British Telecommunications plc trading Yellow Pages for use by the Business Database</td><td>10.03.1997</td></tr> </table> | Agreement between Britannia Data Management plc and Yellow Pages Business Database for document storage | 27.05.1989 | Agreement between Britannia Data Management Limited and British Telecommunications plc trading as Business Database (Company name changed to Iron Mountain) | 30.04.1993 | Agreement between British Telecommunications plc (trading as Yellow Pages) and Search Software America PTY Limited (with amendments) for the use of software | 17.01.1994 | Agreement between Avco Systems Limited and British Telecommunications plc trading as The Business Database | 31.01.1996 | Agreement between Avco Systems Limited and British Telecommunication plc trading as The Business Database | 18.12.1996 | Ordnance Survey Licence in favour of British Telecommunications plc trading Yellow Pages for use by the Business Database | 10.03.1997 |
| Agreement between Britannia Data Management plc and Yellow Pages Business Database for document storage | 27.05.1989 | | | | | | | | | | | | |
| Agreement between Britannia Data Management Limited and British Telecommunications plc trading as Business Database (Company name changed to Iron Mountain) | 30.04.1993 | | | | | | | | | | | | |
| Agreement between British Telecommunications plc (trading as Yellow Pages) and Search Software America PTY Limited (with amendments) for the use of software | 17.01.1994 | | | | | | | | | | | | |
| Agreement between Avco Systems Limited and British Telecommunications plc trading as The Business Database | 31.01.1996 | | | | | | | | | | | | |
| Agreement between Avco Systems Limited and British Telecommunication plc trading as The Business Database | 18.12.1996 | | | | | | | | | | | | |
| Ordnance Survey Licence in favour of British Telecommunications plc trading Yellow Pages for use by the Business Database | 10.03.1997 | | | | | | | | | | | | |

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|---|------------------------------|
| Faststats Licence Agreement and Terms of Business between Apteco Limited and British Telecommunications plc (trading as Yellow Pages) | 21.02.01/20.06.98 |
| Agreement between British Telecommunications plc trading as Yellow Pages and BRG Direct Limited | 11.03.1998 |
| Supply Agreement between Ordnance Survey and British Telecommunications plc (trading as the Business Database) | 18.05.1998 |
| Agreement between British Telecommunications plc trading as Yellow Pages and Reed Business Information Limited | 30.11.1998 |
| Agreement between British Telecommunications plc trading as The Business Database and Chard Direct | 19.05.1999 |
| Agreement between British Telecommunications plc trading as The Business Database and Nomis Marketing | 23.06.1999 |
| Agreement between British Telecommunications plc trading as Yellow Pages and Edward Thompson Group | 22.03.2000 |
| Agreement between Morse Group Limited and British Telecommunications plc trading as Yellow Pages | 05.2000 |
| Agreement between British Telecommunications plc trading as Yellow Pages and Ant Marketing Limited | 24.05.2000 |
| Agreement between British Telecommunications plc and Ascot Systems UK Limited | 26.05.2000 |
| Agreement between British Telecommunications plc trading as Yellow Pages and Franklin Lloyd Culley & Stone | 22.08.2000 |
| Agreement between Mediabase Direct Limited and Yell Limited (and subsequent amendments) | 31.06.2001 |
| Agreement between Yell Limited and Media partners and Media partners for the provision of a range of direct marketing services including but not limited to print fulfilment, telemarketing, fax broadcasting and e-mail broadcasting | No agreement – oral contract |
| Agreement between Yell Limited and Intermedia Marketing Limited for data processing and fulfilment services | No agreement – oral contract |
| Agreement between Yellow Marketing Information Limited and Tactician® for the use of software | 04.12.2002 |
| Agreements between Yell Limited and Presentation Solutions Limited for the use and maintenance of a power guillotine | 18.03.2003 |

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| 5. | <p>THE GOODWILL</p> <p>The goodwill of the Company exclusive to the Business (but excluding any goodwill relating to the names Yell, Yell Data or Yellow Pages or to the "Walking Fingers" logo or to any other names, trade marks or logos licensed under the Trade Mark Licence or any goodwill relating to the Excluded Assets) together with the exclusive right for the Purchaser to represent itself as carrying on the Business in succession to the Company subject to and in accordance with the terms of the Trade Mark Licence and Data Supply Agreement</p> |
| 6. | <p>THE MARKETING INFORMATION</p> <p>All information relating exclusively to the marketing of the Business including all customer names and lists and customer records, sales targets, sales statistics, marketing surveys and reports, marketing research and all advertising material, circulars, handbills, tradecards and promotional material</p> |

7. THE PLANT AND EQUIPMENT

The fixed and loose plant, machinery and equipment, fittings and other chattels (including office equipment) owned or used by the Company exclusively in relation to the Business whether or not situated at the Leasehold Property including the following:

| | |
|----|-----------------------------------|
| 17 | Desks |
| 13 | Pedestals |
| 16 | Chairs |
| 10 | Desk IN / OUT Trays |
| 12 | Tall Cupboards |
| 7 | Small Cupboards |
| 1 | Coat Stands |
| 8 | White Boards |
| 2 | Clocks |
| 1 | Fans |
| 2 | Proxima |
| 2 | Fan Heaters |
| 1 | Post Weight Machine |
| 1 | Tanyo System |
| 3 | Cup / Can Bins |
| 1 | Computer Trolley |
| 1 | Despatch Trolley |
| 1 | Pin Boards |
| 6 | Blinds |
| 7 | Bins |
| 1 | Gilotine |
| 2 | Fire Safe |
| 1 | Lockers |
| 1 | Filing Cabinet |
| 1 | Foot Stall |
| 1 | Small Cupboard |
| 5 | Chairs |
| 2 | Desks |
| 1 | Small Reception Table |
| 2 | Reception Chairs |
| 1 | Clock |
| 1 | Flip Chart |
| 1 | Bins |
| 1 | Literature Stand |
| 1 | Cup / Can Bins |
| 1 | Coat Stand |
| 1 | White Boards |
| 2 | Blinds |
| 1 | Name Board for First Aid and Fire |
| 6 | Pictures |
| 2 | Plants |
| 1 | Cup/Can Bins |
| | Server 5000 Disks |
| | Server 4500 Disks |
| | Server (4500) |
| | Server (5000) |

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| | <p> Server (Gnome Replacement) CEP 028/02 Server Upgrade (Phoenix) CEP 112/02 Desktop PC for Server (Phoenix) CEP 162/02 Server CEP 111/02 Goblin Server (Faststats) CEP 094/02 Server (BT Ignite) CEP 159/02 Server (Client Solutions) CEP 197/02 Gobi Server Racks (CTI 1 OF 13) CEP 354/01 Printer 5N Production Server Laptop CEP 263/00 Laptop CEP 325/00 Laptop CEP 355/00 Desktop PC & Laptop x2 CEP 339/00 Desktop PCs X6 CEP 436/00 Printer CEP 020/01 Desktop PC CEP 076/01 Laptop CEP 225/01 Laptop CEP 247/01 Laptops X 7 CEP 357/01 Desktop PC CEP 383/01 Desktop PC CEP 022/02 Laptop CEP 025/02 Laptop CEP 130/02 Desktop PCS X 50 CEP 215/02 LCD flat Screens (54 OF 2000) CEP 086/03 Projector Meridian Phone System CD_R Handling Equipment CEP 398/00 YP LAN Replacement CISCO Switches CEP 444/00 Exhibition stand Franking Machine Ricoh Copiers and Printers Female Sanitary Product Vending Machines/Services Food and Drink vending machines Tannoy Systems Rubbish - recycling and shredding systems </p> |
| 8. | <p>THE RECORDS</p> <p>All files, records, documents, notebooks, books and accounts, statistics, surveys, blueprints, designs, drawings and specifications to the extent that they each relate to the Business, the Business Assets (including the Contracts) or the Employees including any such information recorded or stored in writing or upon magnetic tape or disc or otherwise recorded or stored for reproduction whether by mechanical or electronic means and whether or not such reproduction will result in a permanent record thereof being made other than those relating exclusively to the Excluded Assets</p> |

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| 9. | OTHER PROPERTY All other property, rights and assets exclusively relating to the Business not referred to or included in this Schedule 1 |
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10. **EXCLUDED ASSETS**

The following assets are excluded from the sale of Business:

Cash-in-hand held as at the Transfer Date and at Bank (whether on current or deposit account) relating to the Business including uncleared cheques received at the Transfer Date

The Debts

All assets of the Company that relate exclusively to any business other than the Business

The statutory books of the Company

The trade marks, rights and other intellectual property rights the subject of the Data Supply Agreement and Trade Mark Licence and all other intellectual property rights in or relating to the Yellow Pages or Yell names or the "walking fingers" logo

The name "The Business Database" and any trademarks including The Business Database

The name "Connections in Business"

Domain names that have been used in relation to the Business

The Yell Group Disaster Recovery Plans

Items on standard PC build excluded:

Altiris

V-Shield anti virus

SAP Gui

Acrobat Reader

Internet Explorer

Windows 98 / NT / XP

Office 97 / 2000

Project 98

PCAnywhere client

Remedy

Lotus Notes

Oracle Client

Other Items - Software

Oracle

MS SQL Server

Business Objects

Quick Address

Visio

Winzip Version 8

TOAD

PFE

PowerBuilder

PVCS

Eclipse Call Management software

NT 4 Server

R-MAN backup software

Legato client

Sovereign

Fortress Communicator (pass-card system software)

| | |
|--|---|
| | <p>Other Items – Hardware</p> <p>Cisco Router – model number: 7204 VXR - cellstream</p> <p>Cisco Router – model number: 3620 – ISDN 30 backup link</p> <p>Congo Routers (home installed)</p> <p>Other Items - Miscellaneous</p> <p>Mobile phone car kits</p> <p>Music on hold CD</p> <p>Marketing devices and equipment using the "Yell Data" name including but not limited to all Yell Data branded promotional items and stationery, the rate card which is branded Yell Data, blank floppy discs printed with the Yell Data logo and the UK business classifications guide which is branded Yell Data</p> |
|--|---|