COMPANIES FORM No. 395

B £170x17 100699

Particulars of a mortgage or charge

395

CHFP019

Please do not write in this margin

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

FEE £10

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 **03748043**

Name of company

* Insert full name of Company

* CICO BOOKS LIMITED

Date of creation of the charge

4TH OCTOBER 2001

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

DEBENTURE

Amount secured by the mortgage or charge

All monies now due or hereafter to become due or from time to time accruing due from the Company to the Bank upon any account and in any manner whatsoever

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

BARCLAYS BANK PLC
54 LOMBARD STREET
LONDON EC3P 3AH

Presentor's name, address and reference *(if any)*: **20- -**

LLSC 48770-7340945
BARCLAYS LOAN SERVICING CENTRE
P.O. BOX 299
BIRMINGHAM
B1 3PF

Time critical reference

For official use

Mortgage section

Post room

B5BN44UG
BIR 0196
COMPANIES HOUSE 12/10/01

Short particulars of all the property mortgaged or charged

PLEASE SEE PAGE 3

Please do not write in this margin

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

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

† delete as appropriate

Particulars as to commission, allowance or discount (note 3)

FOR **BARCLAYS BANK PLC**

Signed V. Crewe Date **11 OCT 2001**

On behalf of [Company][mortgagee/xxxxxxx] †

Designation of position in relation to the company: MANAGER BARCLAYS LOAN SERVICING CENTRE

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,
   or 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

Please do not write in this margin

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

Particulars of a charge continued

Company number

03748043

Name of company

CICO BOOKS LIMITED

Short particulars of all the property mortgaged or charged

(a) by way of legal mortgage all the freehold and leasehold property of the Company the title to which is registered at H.M. Land Registry (and which is described in the Schedule of the Debenture) together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon;

(b) by way of legal mortgage all other freehold and leasehold property of the Company now vested in it (whether or not registered at H.M. Land Registry) together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon;

(c) by way of first fixed charge all future freehold and leasehold property of the Company together with all buildings fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon and all the goodwill and uncalled capital for the time being of the Company;

(d) by way of first fixed charge all book debts and other debts now and from time to time due or owing to the Company (during the continuance of the security the Company shall pay into the Company's account with the Bank all moneys which it may receive in respect of the book debts and other debts thereby charged and shall not without the prior consent of the Bank in writing purport to charge or assign the same in favour of any other person and shall if called upon to do so by the Bank execute a legal assignment of such book debts and other debts to the Bank);

(e) by way of a first floating charge all other the undertaking and assets of the Company whatsoever and wheresoever both present and future but so that the Company is not to be at liberty to create any mortgage or charge upon and so that no lien shall in any case or in any manner arise on or affect any part of the said premises either in priority to or *pari passu* with the charge thereby created and further that the Company shall have no power without the consent of the Bank to part with or dispose of any part of such premises except by way of sale in the ordinary course of its business.

FILE COPY

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03748043

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 4th OCTOBER 2001 AND CREATED BY CICO BOOKS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 12th OCTOBER 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 16th OCTOBER 2001.

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

Companies House
— for the record —

HC026B