

Approved

2/7/12

CLAIM NUMBER:



IN THE HIGH COURT OF JUSTICE
QUEEN'S BENCH DIVISION
ADMINISTRATIVE COURT
IN THE MATTER OF A RECOVERY ORDER
PURSUANT TO SECTION 276 OF THE PROCEEDS OF CRIME ACT 2002

Between

THE DIRECTOR OF THE SERIOUS FRAUD OFFICE (Claimant)

and

OXFORD PUBLISHING LIMITED (Respondent)

ORDER FOR DISPOSAL BY CONSENT

UPON THE APPLICATION of the Director of the Serious Fraud Office issued
on *2nd July 2012*.....

AND BY THE CONSENT of the Claimant and the Respondent,

IT IS ORDERED THAT

1. A Recovery Order is made in respect of the property listed in schedule one to this Order, which shall be known for the purposes of this Order as the "**Scheduled Amount**".
2. The Scheduled Amount shall vest in the Trustee for Civil Recovery (the "**Trustee**"), namely Richard Gould of the Serious Fraud Office, Elm House, 10-16 Elm Street, London, WC1X 0BJ, forthwith upon the making of this Order.
3. The Respondent is to transfer to the Trustee the Scheduled Amount within twenty-one (21) days of the sealing of this Order by the court.
4. Upon the Trustee taking possession of the Scheduled Amount:

By the Court

- a. the proceedings shall be stayed as against the Respondent upon agreed terms (where each party shall have permission to apply to the Court to enforce such terms without the need to bring a new claim); and
 - b. in accordance with section 276(2)(a) of the Proceeds of Crime Act 2002 (the Act), any receipts shall cease to be "recoverable property" within the meaning of Part 5 of the Act to the extent such receipts arise from those contracts that the Respondent has agreed with the Claimant give rise to "recoverable property" and:
 - i. have been received to date by the Respondent and/or its subsidiaries and/or parent undertaking; or
 - ii. become due to, or are received by, the Respondent and/or its subsidiaries and/or parent undertaking after the date of this Order.
5. The Trustee shall be responsible for dispersing the Scheduled Property in accordance with his duties arising from the terms of this Order and applicable law. Once those duties have been performed, the Trustee will confirm his actions in writing to the Claimant and the Respondent.
6. The Respondent shall appoint or cause to be appointed an Independent Monitor, on terms to be agreed with and approved by the Trustee within one hundred and twenty (120) days of the date of this Order. The Respondent shall comply with the terms of the Independent Monitor's appointment for the duration of such appointment.
7. The remit of the Independent Monitor shall be to review the adequacy of those internal corporate policies, procedures and controls, including in relation to financial reporting and record-keeping, that are applicable

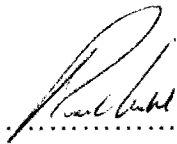
within Oxford University Press and that relate to compliance with the Bribery Act 2010 and other applicable anti-corruption laws, rules and regulations. The review is to include an assessment of whether those policies, procedures and controls as actually implemented are adequate. The review shall be proportionate and limited to the prospective application of such policies, procedures and controls and shall not include any retrospective review of past events, allegations or other historical circumstances.

8. The results of the Independent Monitor's review shall be presented in the form of a written report provided to the Finance Committee and Audit Committee of Oxford University Press, and sent at the same time to the Claimant and the Trustee, no later than twelve (12) months after the date of this Order, or such later, date as the Trustee may agree.
9. The Independent Monitor shall be discharged upon the Claimant being satisfied, following the Independent Monitor's report and the resolution of any issues arising from such report, that those internal corporate policies, procedures and controls considered by the Independent Monitor meet the standards required by applicable English law and principles of good corporate governance in relation to a corporation operating in the UK.
10. The Trustee shall be discharged immediately following the discharge of the Independent Monitor or the full dispersal of the Scheduled Property, whichever event occurs last in time.
11. The Respondent shall pay to the Trustee the Claimant's costs of the proceedings, assessed in the sum of £12,500 within twenty-one (21) days of the date of this Order.

12. Liberty to apply.

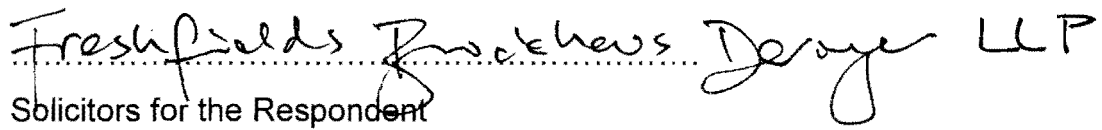
Dated this 2nd day of July 2012

Signed:


..... Richard Gould.....

For the Claimant

Signed:


.....
Solicitors for the Respondent

By the Court

SCHEDULE ONE

**Property subject to a Recovery Order pursuant to Section 266 of the
Proceeds of Crime Act 2002**

1. Funds held by Oxford Publishing Limited to a value of £1,895,435.