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CHFP010.

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legibly, preferably in  
black type, or bold  
block lettering\* Insert full name of  
company

COMPANIES FORM No. 395

## Particulars of a mortgage or charge

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

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies  
(address overleaf - note 6)

For official use

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Company Number

3172120

Name of company

• TRANSMEDIA GATEWAY LIMITED
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Date of creation of the charge

14 August 2001
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Description of the instrument (if any) creating or evidencing the charge (note 2)

Charge Deed made pursuant to a Loan Deed also dated 14 August 2001
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Amount secured by the mortgage or charge

All present and future obligations and liabilities of the Company to Lender (name and address next following) from time to time under the Loan Deed and the Charge Deed.
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Names and addresses of the mortgagees or persons entitled to the charge

Investment Management Group		
West Wind Building, PO Box 1111, George Town,		
Grand Cayman, British West Indies		
	Postcode	

Presentor's name, address  
and reference (if any):Reed Smith Warner  
Cranston  
Pickfords Wharf  
Clink Street  
London SE1 9DG

020 7403 2900

Time critical reference

For official use

Mortgage Section

Post room

LD3  
COMPANIES HOUSE

\*LWK26300\*

0402  
31/08/01HSBC  
101361  
£10

# 395

Short particulars of all the property mortgaged or charged

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

By way of first floating charge all the undertaking and all real and personal property, assets and rights of the Company of every nature (including without limitation goodwill and receivables) present and future (individually and collectively "Assets").

Floating charge crystallises on occurrence of enforcement event but also is convertible at any time into specific charge as regards any Assets specified in a notice given by Lender and may at any time (whether or not the security is otherwise enforceable) appoint a Receiver.

The Company shall not without prior written consent of Lender purport to create or permit to subsist over the Assets any Encumbrance (which term includes every mortgage, pledge, lien, charge, assignment, hypothecation, security interest, title retention, preferential right, trust, arrangement and agreement the effect of which is the creation of security), and shall keep all Assets in good and substantial condition and repair and insured as Lender may require.

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

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

Nil

Signed

Date 30th August 2001

† delete as appropriate

On behalf of ~~[company]~~ [mortgagee/chargee]†

REED SMITH WARNER CRANSTON SOLICITORS

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 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 percent 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 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

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## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03172120

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE DEED DATED THE 14th AUGUST 2001 AND CREATED BY TRANSMEDIA GATEWAY LTD FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO INVESTMENT MANAGEMENT GROUP UNDER THE LOAN DEED AND THE CHARGE DEED WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 31st AUGUST 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 5th SEPTEMBER 2001.



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —