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legibly, preferably
in black type, or
bold block lettering

*insert full name
of Company

COMPANIES FORM No. 395

176487/13

Particulars of a mortgage or charge

395

A fee of £13 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

Company number

[5111]

3172120

Name of company

* Transmedia Gateway Limited (the "Tenant")

Date of creation of the charge

12 December 2008

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

Rent deposit deed between British Overseas Bank Nominees Limited (the
"Landlord") and the Tenant (the "Deed")

Amount secured by the mortgage or charge

The rents or other money including interest payable under the Lease or any
costs, damages and expenses incurred by or payable to the Landlord in
consequence of any failure by the Tenant to observe and perform any of the
tenant's covenants or obligations and the conditions in the Lease or the
Deed or in consequence of the determination of the Lease before the end of
the Term otherwise than by agreement (the "Liabilities").

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

Waterhouse Square, 138-142 Holborn, London

BRITISH OVERSEAS BANK NOMINEES LIMITED

Postcode EC1N 2TH

(By Email)

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

Nabarro
Lacon House
84 Theobald's Road
London
WC1X 8RW

PD/LLR/P1762-00276

Time critical reference

For official Use (06/2005)
Mortgage Section



PG5M9005

PMO 29/12/08 188
COMPANIES HOUSE

LCIBW5WN

LD9 23/12/2008 38
COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

The Tenant charged with full title guarantee by way of fixed charge all its interest in the Account and the Deposit Balance as security for the payment or reimbursement (as the case may be) to the Landlord of the Liabilities.

Definitions

"Account" means an interest-bearing deposit account allowing instant access with the Bank in the name of the Landlord;

"Bank" means Barclays Bank plc;

"Deposit Balance" means the sum from time to time standing to the credit of the Account including any Interest which has not been paid to the Tenant;

"Interest" means any interest accruing to the Account;

"Lease" means the lease of the Premises dated 12 December 2008 between (1) the Landlord and (2) the Tenant and includes any document supplemental to such lease whether or not expressed to be so;

"Premises" means 3rd Floor at 52/54 Southwark Street, London SE1 1RU as more particularly described in the Lease;

"Term" means the term granted by the Lease.

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

Nubano LLP

Date 23 December 2008

On behalf of ~~XXXXXX XXXXXX~~ [chargee] †

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

† 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ



FILE COPY

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY NO. 3172120
CHARGE NO. 5

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A RENT DEPOSIT DEED DATED 12
DECEMBER 2008 AND CREATED BY TRANSMEDIA GATEWAY
LTD FOR SECURING ALL MONIES DUE OR TO BECOME DUE
FROM THE COMPANY TO BRITISH OVERSEAS BANK
NOMINEES LIMITED UNDER THE TERMS OF THE
AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING
THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1
PART XII OF THE COMPANIES ACT 1985 ON THE 29 DECEMBER
2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29 DECEMBER
2008



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES