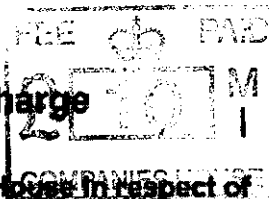


M

COMPANIES FORM No. 395

Particulars of a mortgage or charge



395

CHWP000

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.

Pursuant to section 395 of the Companies Act 1985

012738/10

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

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

1

4240403

* Insert full name
of Company

Name of company

*Route FM Radio LIMITED

Date of creation of the charge

25/9/02

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

Debenture

Amount secured by the mortgage or charge

All sums due and to become due by the Company to the Governor and Company
of the Bank of Scotland

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

THE

Governor and Company of the Bank of Scotland

The Mound

Edinburgh

Postcode EH1 1YZ

Presenter's name address and
reference (if any)

BANK OF SCOTLAND
SECURITY FOR ADVANCES TEAM
PO BOX 25287 GLA5,005
GLASGOW G3 7YS

For official Use
Mortgage section

Post code



A32
COMPANIES HOUSE

0270
03/10/02

Time critical reference

Short particulars of all the property mortgaged or charged

By way of legal mortgage all the freehold and leasehold property present and future

By way of fixed charge:-

- all future freehold and leasehold property or land belonging to the Company together with all buildings, fixtures (including trade and tenant's fixtures), plant and machinery which are at any time on the property;
- all the Company's goodwill and uncalled capital for the time being;
- all present and future stocks, shares and other securities owned by the Company, all rights and interests in and claims under all policies of insurance held by or insuring to the benefit of the Company and the benefit of all rights and claims to which the Company is now or maybe entitled under any contracts.
- all intellectual property rights and other contractual or other rights or benefits held or to be held by the Company
- all other present and future chattels of the Company
- all present and future bank accounts, cash at bank and credit balances of the Company with any bank or other person whatsoever and all rights relating or attaching to them (including the right to interest);

By way of floating charge all the assets present and future of the Company

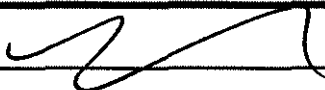
Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

None

Signed



Date

02-October-2002

On behalf of [company] [mortgagee/chargee]:

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

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 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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FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04240403

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 25th SEPTEMBER 2002 AND CREATED BY ROUTE FM RADIO LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 3rd OCTOBER 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 4th OCTOBER 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —