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CHFP025

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

*insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

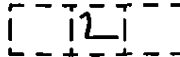
A fee of £13 is payable to Companies House in respect
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



04639459

Name of company

* TA ASSOCIATES LIMITED

Date of creation of the charge

17 March 2008

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

26 Rent Deposit Deed (the "Rent Deposit Deed") made between Carlton
Communications Limited ("the Landlord") (1) and TA Associates Limited ("the
Tenant") (2)

Amount secured by the mortgage or charge

See the attached schedule (the "Schedule")

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

CARLTON COMMUNICATIONS LIMITED 15 St George Street Hanover Square London

Postcode W1R 0LU

Presentor's name address and
reference (if any)

Macfarlanes
10 Norwich Street
London
EC4A 1BD

BPB/604832/3498074 1

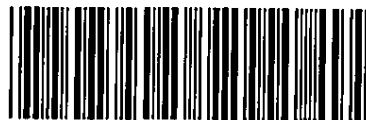
Time critical reference

For official Use (02/00)

Mortgage Section

Post room

FRIDAY



LD3

28/03/2008

15

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

1 £145,697 10

2 An Interest Bearing Account in the name of the Tenant and specifically designated "Ground Floor, 25 Knightsbridge, London Deposit Account" at such bank or other institution as the Landlord shall from time to time decide in its absolute discretion and notify the Tenant in writing ("the Deposit Account")

3 The amount from time to time standing to the credit of the Deposit Account

4 All interest credited to the Deposit Account from time to time

+95

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 Macforlanes.

Date 28/03 / 2008

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

M395 Continuation

Company number

04639459

Name of company

*insert full name
of Company

* TA ASSOCIATES LIMITED

Addendum 1/4

1 Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Addendum 2/4

2 Amount due or owing on the mortgage or charge (continued)

Addendum 3/4

3 Names, addresses and description of the mortgages or persons entitled to the charge (continued)

Addendum 4/4

4 Short particulars of all the property mortgaged or charged (continued)

SCHEDULE

Schedule to the Form 395 in respect of the Rent Deposit Deed dated 17 March 2008.

In the Schedule to the Form 395 the following words and expressions shall have the meanings respectively set out against them below -

a Guarantee an agreement entered into by the Tenant pursuant to the Lease whereby the Tenant guarantees the due performance by the Tenant's assignee of the Lease covenants, pursuant to Section 16 of the Landlord and Tenant (Covenants) Act 1995,

Landlord: Carlton Communications Limited and the person in whom the reversion immediately expectant on the determination of the Term is for the time being vested,

Lease: the lease dated 20 October 2005 and made between Carlton Communications Limited (1) and M J Mapp Limited (2) of the premises known as the ground and lower ground floors of a building and a car parking space at 25 Knightsbridge, London SW1X 7RZ,

Tenant: TA Associates Limited and its successors in title and assigns,

the Term: the term of years granted by the Lease and any continuation or extension of it and any holding over, whether by statute, at common law or otherwise

Amount secured by the mortgage or charge

- (a) The rents reserved by and the other sums (whether of interest, damages, costs, expenses, VAT, or otherwise) properly payable under the Lease which have not been paid within 14 days after the due date for payment and all sums payable under the terms of any Guarantee, 07
- (b) In the event of forfeiture or disclaimer of the Lease the rents and other sums which would have been payable under the Lease (had it not been forfeited or disclaimed) for the period from the date of forfeiture or disclaimer until the earlier of -
 - (i) the date six months from the date of the disclaimer or forfeiture, and
 - (ii) the date from which a full market rent is payable under a new lease of the premises granted on terms substantially similar to those contained in the Lease,
- (c) In the event of the breach, failure, non-observance, omission or non-performance of or in relation to the Tenant's covenants or other obligations under the Lease, such sums as would meet (or, if the amount from time to time standing to the credit of the Deposit Account is insufficient, would go towards meeting) the reasonably foreseeable loss suffered by the Landlord in respect of such breach,
- (d) All proper legal costs and other fees and expenses properly incurred by the Landlord in enforcing the terms of the Lease or the Rent Deposit Deed,

Together in the case of each of (b), (c) and (d) with an amount equal to such value added tax or any tax of a similar nature which may be substituted for it or levied in addition to it as is or would have been properly chargeable thereon



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY NO. 4639459
CHARGE NO. 2

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A RENT DEPOSIT DEED DATED 17
MARCH 2008 AND CREATED BY TA ASSOCIATES LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO CARLTON COMMUNICATIONS 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 28 MARCH 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2 APRIL 2008



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

PJ