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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

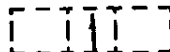
A fee of £13 is payable to Companies House in respect
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



6458114

Name of company

* Review Centre Limited (the "Company")

Date of creation of the charge

See attached fax 12/06/08

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

Charge over shares made between (1) Review Centre Limited, (2) the
Security Trustee (as defined below) and (3) Nick Hynes (the "Charge over
Shares")

Amount secured by the mortgage or charge

All present and future moneys, obligations and liabilities owed by the
Company to the Beneficiaries (as defined in the Schedule), whether actual
or contingent and whether owed jointly or severally, as principal or
surety and/or in any other capacity whatsoever under or in connection with
the Loan Stock Documents and/or the Security Documents (as defined in the
Schedule) except for any monies, obligations or liabilities which, if they
were so included would result in an infringement of Section 151 of the
Companies Act 1985 (the "Secured Liabilities")

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

Ingenious Media Active Capital Limited (registered in Guernsey with number
44358) acting through its office at Ogier House, St Julian's Avenue, St
Peter Port, Guernsey (the "Security Trustee")

Postcode GY1 1WA

Presentor's name address and
reference (if any)

Macfarlanes LLP
20 Cursitor Street
London
EC4A 1LT

Ref MAXW/604538

Time critical reference

For o
Mortg.



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LL8A20WM
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Short particulars of all the property mortgaged or charged

See Part 2 of the Schedule

N B Part 3 of the Schedule contains certain restrictions on the Company relating to the Charge over Shares but is not exhaustive

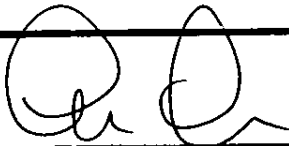
Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed



Date 12 JUNE 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)

Notes

† delete as appropriate

- 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

SCHEDULE

To the Form 395 in respect of the Charge over Shares given by Review Centre Limited (the "Company") (Company Number 6458114) in favour of the Security Trustee dated ("the Form 395")

Definitions

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

Beneficiaries: means the Noteholders and the Security Trustee,

Charged Assets: all the property, assets, undertaking and rights for the time being subject to the security interests created by the Charge over Shares (and references to the Charged Property include references to any part of it),

Loan Note Instruments: an instrument constituted by the Company on the same date as the Charge over Shares constituting £6,497,340 fixed rate secured series A loan notes 2018 in respect of the Security Trustee and an instrument constituted by the Company on the same date as the Charge over Shares constituting £454,359 fixed rate series B secured loan notes 2018 in respect of Nick Hynes,

Loan Stock Documents: the Loan Note Instruments and any other documents constituting loan stock issued by the Company and subscribed for by any of the Noteholders,

Noteholders: the Security Trustee, Nick Hynes and any other such person as may be a holder of loan notes issued by the Company from time to time

Original Securities: the shares described in Part 4 hereto,

Securities: the Original Securities together with all allotments offered or arising in respect thereof / or incidental thereto and all stocks, shares, loan capital, securities, bonds, investments, rights, income, money or property accruing, deriving, offered or paid from time to time by way of dividend, distribution, interest, exchange, capital reorganisation, conversion, redemption, bonus, rights, preference, option or otherwise in respect thereof, and

Security: a mortgage, charge, pledge, lien or other security interest,

Security Documents: the Charge over Shares and any other document entered into by the Company creating any Security over all or any part of its assets in respect of the obligations under the Loan Stock Documents and/or the Security Documents,

Part 1

Amount secured by the charge or mortgage

The Company covenanted with the Security Trustee (as trustee for the Beneficiaries) that it will on demand pay and discharge all Secured Liabilities owing or incurred from or by it to the Beneficiaries when the same become due (or, if they are payable on demand, upon first demand made by the Security Trustee)

Part 2

Short particulars of all of the property charged or mortgaged

As a continuing security for the payment or discharge of the Secured Liabilities, the Company with full title guarantee charged to the Security Trustee (as trustee for the Beneficiaries) by way of first fixed charge, all its Securities *being 7 93*

Part 3

Other restrictions

The Company hereby covenants with the Security Trustee that it will not at any time

- 1 create or purport to create or permit to subsist any Security on or in relation to the Charged Assets, or
- 2 enter into a single transaction or a series of transactions (whether related or not) and whether voluntary or involuntary to sell, lease, transfer, surrender or otherwise dispose of or cease to exercise control of all, or part of any interest in any Charged Assets

Part 4

Original Securities

Issuer	Type of Security and Number nominal value	Name of Registered Holder
Resource Limited	Team Ordinary shares of £1 each 2	Review Centre Limited

Vernon Luxmikanthan - FW: Charge over Shares - Form 395

From: "Watson, Marcus (MAXW)" <Marcus.Watson@macfarlanes.com>
To: <vluxmikanthan@companieshouse.gov.uk>
Date: 03/07/2008 17:56
Subject: FW: Charge over Shares - Form 395

Please confirm receipt. Many thanks

Marcus Watson
Macfarlanes LLP
Direct Dial 020 7849 2870
marcus.watson@macfarlanes.com

From: Watson, Marcus (MAXW)
Sent: 01 July 2008 12:18
To: 'csimpson@companieshouse.gov.uk'
Subject: Charge over Shares - Form 395

FAO Clare

I write this email further to our conversation earlier today

On 12 June 2008 I sent you Form 395 and a charge over shares made between Review Centre Limited, Ingenious Media Active Capital Limited and Nick Hynes. The date of creation was not entered on the Form 395 and I would like to confirm this date as being 12/06/2008. Please can you enter the date on the form on our behalf.

Please let me if there is any further problem with this

Many thanks

Marcus Watson
Macfarlanes LLP
Direct Dial 020 7849 2870
marcus.watson@macfarlanes.com

We have moved office, our new address is 20 Cursitor Street London EC4A 1LT. Please click [here](#) to download a map.

Macfarlanes LLP
20 Cursitor Street
London EC4A 1LT



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 6458114
CHARGE NO. 1**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A CHARGE OVER SHARES DATED 12
JUNE 2008 AND CREATED BY REVIEW CENTRE LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO THE BENEFICIARIES ON ANY ACCOUNT
WHATSOEVER 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 3 JULY 2008**

GIVEN AT COMPANIES HOUSE, CARDIFF THE 4 JULY 2008



Companies House
— for the record —



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

PJ