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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.

**395**

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

[ ] [3] [ ]

3971244

Name of company

\* ESPOTTING MEDIA (UK) LIMITED (the "Chargor")

Date of creation of the charge

19 AUGUST 2002

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

Deed of Variation and Amendment (the "Deed of Variation") to the  
Debenture dated 6 December 2001 granted by the Chargor to the Security  
Trustee (the "Debenture")

Amount secured by the mortgage or charge

(A) All moneys and liabilities other than a dividend on any shares, whether present or  
future actual or contingent, now or at any time or times after the date of the Debenture  
due or owing or incurred by the Chargor (whether as principal or surety) to the  
Noteholders and to the Security Trustee as trustee for and on behalf of the Noteholders  
under, pursuant to, or as evidenced by the Debenture as amended by the Deed of Variation.

(B) The Chargor and the Parent have amended the terms of the Initial Loan Note Instrument  
by a deed of variation and amendment dated 19 August 2002 to, inter alia, increase the  
amount of Loan Notes constituted by the Initial Loan Note Instrument from £5,500,000 to  
£5,524,000.

(B) The Deed of Variation described in this Form 395 amends the Debenture so as to ensure  
that the additional Loan Notes constituted by the amendment to the Initial Loan Note  
Instrument referred to in paragraph (B) above are secured by the terms of the Debenture.

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

PROVEN PRIVATE EQUITY  
LIMITED (No. 3424984)  
42 CRAVEN STREET  
LONDON

(Acting for itself and as trustee on behalf  
of the Noteholders, the "Security Trustee"  
and such term includes its successors in  
title and assigns)

Postcode WC2N 5NT

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

Pinsent Curtis Biddle  
Dashwood House  
69 Old Broad Street  
London  
EC2M 1NR #3361339.1

Ref: MXA/620289.07008/RF

Time critical reference

For official Use  
Mortgage Section



Short particulars of all the property mortgaged or charged

1. All the property, assets and undertaking of the Chargor (including, without limitation, book debts, goodwill and uncalled capital) as charged by and more particularly described in the Debenture as amended by the Deed of Variation.

See Continuation Sheet 1

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed Pincent Carter Biddle Date 4 September 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 CF4 3UZ

(Continuation Sheet 1)

FOR THE PURPOSES OF THIS FORM 395:

"Initial Noteholders" means the persons defined as Noteholders under the Initial Loan Note Instrument.

"Initial Loan Note Instrument" means the loan note instrument dated 6 December 2001 as amended by a deed of variation made on the date of the Debenture and as varied or amended from time to time constituting the Initial Loan Notes.

"Initial Loan Notes" means the variable rate redeemable secured loan notes of the Chargor in issue from time to time and constituted by the Initial Loan Note Instrument.

"Loan Notes" means the Initial Loan Notes and the Series B Loan Notes.

"Noteholders" mean the Initial Noteholders and the Series B Noteholders.

"Parent" means ESpotting Media, Inc, a company incorporated in the State of Delaware, US, whose principal place of business is 1013 Centre Road, City of Wilmington, County of New castle, Delaware 19085, US.

"the Security Trustee" includes any Security Trustee appointed from time to time pursuant to Clause 15 of the Series B Loan Note Instrument.

"Series B Loan Note Instrument" means the loan note instrument of even date of the Debenture constituting the Series B Loan Notes as varied or amended from time to time.

"Series B Loan Notes" means the variable rate redeemable secured loan notes of the Chargor in issue from time to time and constituted by the series B Loan Note Instrument.

"Series B Noteholders" means the persons defined as Noteholders under the Series B Loan Note Instrument.

Please complete  
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bold block lettering

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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. 03971244

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF VARIATION AND AMENDMENT TO THE DEBENTURE DATED 6 DECEMBER 2001 DATED THE 19th AUGUST 2002 AND CREATED BY ESPOTTING MEDIA (UK) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO PROVEN PRIVATE EQUITY LIMITED (ACTING FOR ITSELF AND AS TRUSTEE ON BEHALF OF THE NOTEHOLDERS, THE SECURITY TRUSTEE) 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 5th SEPTEMBER 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th SEPTEMBER 2002.



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —