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CHFP041

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in black type or
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* Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

**A fee of £10 is payable to Companies House in respect of
each register entry for a mortgage or charge.**

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

For official use Company number

Name of company

* Espotting Media (UK) Limited ("Espotting")

Date of creation of the charge

1 August 2002

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

Escrow Agreement made between (1) Espotting, (2) Yahoo! UK Limited ("Yahoo!") and
(3) Osborne Clarke (the "Escrow Agent") ("the Agreement")

Amount secured by the mortgage or charge

The amount standing to the credit of the Escrow Account from time to time inclusive of the
Escrow Interest.

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

Yahoo! UK Limited

10 Ebury Bridge Road, London

Postcode SW1W 8PZ

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

OSBORNE CLARKE
Hillgate House
26 Old Bailey EC4M 7HW
DX 466 LDE
Ref:DEAS/352826/0840853

Time critical reference

For official use
Mortgage section

Post room



A44
COMPANIES HOUSE

0857
08/08/02

Com 395-1/2

Short particulars of all the property mortgaged or charged

Subject to the provisions of clause 5 of the Agreement, Espotting charged with full title guarantee all its rights in the Escrow Account to Yahoo!:

(a) until such time as the Escrow Account is closed in accordance with clause 2 of the Agreement; and

(b) as security for Payment.

Negative Pledge

Espotting shall not:

(a) create, purport to create or allow to subsist, any charge or encumbrance over the whole or any part of the Escrow Balance except for the security constituted by the Agreement; or

(b) do, cause or permit to be done anything which may in the opinion of Yahoo! in any way depreciate, jeopardise or otherwise prejudice the value to Yahoo! of the whole or any part of the Escrow Balance.

(see Continuation Sheet no.1, page 4)

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

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.
(See Note 5)

Particulars as to commission allowance or discount (note 3)

NIL

Signed *Steve Clark*

Date 5 August 2002

On behalf of ~~Company~~ [Mortgagee/chargee]*

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 situated 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.

*Delete as appropriate

Definitions

The following words and expressions have the following meanings:

"Bank" means National Westminster Bank plc;

"Escrow Account" means the interest earning retention account opened by the Escrow Agent with the Bank and in which the Escrow Agent has placed the Escrow Deposit;

"Escrow Balance" means the amount standing to the credit of the Escrow Account from time to time inclusive of the Escrow Interest;

"Escrow Deposit" means the initial sum of one million one hundred and twenty one thousand two hundred and sixty two pounds (£1,121,262) and all sums due under Exhibit H which has been paid by Espotting into the Escrow Account;

"Escrow Interest" means the interest credited to the Escrow Account from time to time;

"Espotting Agreement" mean an Espotting search services agreement dated 20 December 2001 and made between Espotting and Yahoo! (together with all documents supplemental thereto); and

"Exhibit H" means Exhibit H as contained in the Espotting Agreement;

"Payment" means payment of all sums properly due to Yahoo! in accordance with the terms of the Espotting Agreement.

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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. 03971244

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ESCROW AGREEMENT DATED THE 1st AUGUST 2002 AND CREATED BY ESPOTTING MEDIA (UK) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO YAHOO! UK 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 8th AUGUST 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12th AUGUST 2002.

PO
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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —