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CHFP025

Please do not
write in
this margin

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

[2][][][][]

4004291

Name of company

* TEAMTALK BROADCAST LIMITED

Date of creation of the charge

12 October 2005

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

Master Charge Agreement

Amount secured by the mortgage or charge

Teamtalk Broadcast Limited ("the Company") hereby covenants with the Co-operative Bank plc ("Co-op") to pay to Co-op on demand:-

i) All monies and liabilities which now are or at any time hereafter maybe due, owing or incurred from or by the Company to Co-op under the Finance Documents (whether alone or jointly with any other person and in whatever name, style or form) whether present, future, actual or contingent; and

ii) All costs charges and expenses of any kind whatsoever including legal and other professional costs and charges incurred by Co-op in taking any steps whether by way of legal proceedings or otherwise to enforce any of the provisions of this Charge such costs, charges and expenses to be payable in all cases on a full indemnity basis.

The covenants above being referred to throughout the Legal Charge as the "Secured Liabilities".

(cont/d... see rider)

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

The Co-operative Bank plc, PO Box 101, 1 Balloon Street, Manchester

Postcode M60 4EP

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

Bermans
Solicitors
DX 14365
Manchester

44/lml/COO/17/6

Time critical reference

For official Use (02/00)

Mortgage Section

Post room

M



A06
COMPANIES HOUSE

665
20/10/2005

Short particulars of all the property mortgaged or charged

As continuing security for the payment and discharge of the Secured Liabilities, the Company with full title guarantee hereby charges to Co-op by way of first fixed charge:-

i) All the right, title and interest of the Company in respect of all the Charged Equipment (meaning all equipment which is the subject of a Customer Agreement specified in a Schedule);

ii) All proceeds of sale of other disposition of the Charged Equipment comprised in the relevant Schedules from time to time; and

iii) All insurance monies receivable in respect of damage to or the destruction or loss of any of the Charged Equipment.

A "Schedule" means a schedule to this charge substantially in the form annexed as Schedule A (annexed hereto) as may be amended from time to time as required by the Registrar of Companies as may be agreed in writing between the Company and the Co-op.

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)

Signed

Date 18 October 2005

On behalf of ~~XXXXXX~~ (mortgagee) ~~XXXXXX~~ †

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

Rider 1

"Finance Documents" means the Sale Agreement (being a Master Agreement Relating to Offers for Sale and Assignment Receivables Only dated 16 October 2005 and made between the Company (1) Co-op (2) and UK Betting plc (3) pursuant to the terms of which the Company may from time to time offer to sell Co-op certain receivables which are payable to the Company by its customers under certain customer agreements), any offers made by the Company to Co-op from time to time pursuant to the terms of the Sale Agreement, this Master Charge and each Schedule executed by the Company from time to time.

SCHEDULE "A"

SCHEDULE TO MASTER CHARGE FILED AT
COMPANIES REGISTRY UNDER [Ref.]

Company :- **TEAMTALK BROADCAST LIMITED** (company number 4004291) of Apsley House 78
Wellington Street Leeds West Yorkshire LS1 2EQ ("the Company")

Chargee :- **THE CO-OPERATIVE BANK P.L.C.** of P.O. Box 101, 1 Balloon Street, Manchester. M60 4EP
("Co-op")

Date of Master Charge :- 12th October 2005 Ref. No :- 088544 ("the Master Charge")

Date of this Schedule :- 12th October 2005

This is a Schedule to the above Master Charge executed by the above Company in favour of Co-op, and is submitted pursuant to the Master Charge.

The equipment and other assets, etc., briefly described below are charged by way of fixed charge pursuant to the Master Charge and subject to the terms of the Master Charge.

EQUIPMENT

(Equipment which is the subject matter of the Customer Agreements referred to below, namely :- brief description of equipment and serial numbers where applicable).

80 Cm Dish, Satellite Receiver, Cladding Mount, LNB, Audio Connection and leads, fixings and installation to new or existing amp

Store Names/Numbers

As Listed Below

STORENAME	POSTCODE
CARPETRIGHT OFFICE HQ	RM13 8QN
STOCKTON 274	TS17 7BW
INVERNESS 234	IV3 8DL
HAMILTON 325	ML3 6AD
PLYMOUTH 217	PL6 8LX
TAUNTON 100	TA1 1QS
YEOVIL 133	BA22 8YQ
SOLIHULL 065	B90 4PL
WALLASEY 118	CH44 2HE
IPSWICH 079	IP1 1UZ
IPSWICH 339	IP3 9SN
DAGENHAM 314	RM9 6SJ
ROMFORD 538	RM7 0AN
CRAWLEY 369	RH11 7ST
FOLKESTONE 259	CT19 5EU
TOOTING 831	SW17 0SZ
DURHAM 148	DH1 5GF
ROCHDALE 034	OL12 6ER
DUNFERMLINE 059	KY12 7LX
ABERDEEN 069	AB24 3LJ
COATBRIDGE 117	ML5 3SP
CWMBRAN 135	NP44 3JQ
PLYMOUTH 370	PL4 9QY

BANBURY 058	OX16 7LX
TAMWORTH 631	B78 3HB
SWINDON 358	SN3 3SG
HUNTINGDON 139	PE29 6DA
NORWICH 737 (WAS 373)	NR7 9AZ
CORBY 216	NN17 5DT
NOTTINGHAM 740 (WAS 086)	NG7 1GX
TONBRIDGE 005	TN9 1PP
BERWICK UPON TWEED 546	TD15 2AS
CRAMLINGTON 948 (WAS 150)	NE23 6UY
DARLINGTON 131	DL1 4PU
GATESHEAD 113	NE11 0BD
HULL 492 (WAS 531)	HU5 1SP
HULL, ST. ANDREWS 898 (WAS 535)	HU3 4SA
MIDDLESBROUGH 313	TS1 5JQ
NORTH SHIELDS 159	NE29 7AR
NORTHALLERTON 724	DL6 2XG
SCARBOROUGH 707 (WAS 507)	YO12 4HE
SELBY 587	YO8 8NB
SUNDERLAND 278	SR6 0BW
WASHINGTON 033	NE37 2PA
YORK 491 (WAS 046)	YO30 4WZ
BARROW IN FURNESS 207	LA14 2PD
BLACKBURN 210	BB1 3HT
BLACKPOOL 458 (WAS 384)	FY4 4TH
BOLTON 115	BL2 1HQ
BOLTON 288	BL1 2SL
BOLTON 351	BL6 6JA
BURNLEY 245	BB12 OEQ
BURY 281	BL9 7AQ
KEIGHLEY 490 (WAS 045)	BD21 3NG
LANCASTER 180	LA3 3FE
PRESTON 494 (WAS 387)	PR2 2YN
WARRINGTON 343	WA2 8TW
WARRINGTON 486 (WAS 580)	WA1 2GZ
WIGAN 230	WN5 0UH
ALTRINCHAM 605 (WAS 392)	WA14 5ER
ASHTON-UNDER-LYNE 600 (WAS 388)	OL7 0DN
BIRSTALL, LEEDS 161	WF17 9AE
BRADFORD 853 (WAS 289)	BD1 4RB
BRADFORD 899 (WAS 375)	BD3 7SW
CHEADLE 609 (WAS 517)	SK8 2DP
HALIFAX 792 (WAS 391)	HX1 5BE
HUDDERSFIELD 264	HD1 6ND
LEEDS 790 (WAS 239)	LS14 6UF
LEEDS 794 (WAS 346)	LS10 1ET
LEEDS, HUNSLET 873 (WAS 263)	LS10 2BB
LEEDS, KIRKSTALL 579	LS5 3BL
MACCLESFIELD 200	SK11 0TB
MANCHESTER, TRAFFORD PARK 247	M41 7FN
MANCHESTER, WHITE CITY 049	M16 0RP
OLDHAM 250	OL2 5HX
PRESTWICH 529	M25 1AD
STOCKPORT 296	SK1 2HH
STOCKPORT 031	SK4 1TN
AYR 136	KA8 9DT

BISHOPBRIGGS 094	G64 2TS
STIRLING 156	G81 2XA
ELGIN 364	IV30 6WQ
GLASGOW 746 (WAS 390)	G15 6RX
GLENROTHES 029	KY6 2AL
GREENOCK 240	PA15 1EQ
IRVINE 747 (WAS 073)	KA12 8AG
KILMARNOCK 248	KA1 3XF
PAISLEY 095	PA3 3AS
PERTH 056	PH1 5XA
RENFREW 292	PA4 9EU
STIRLING 156	FK7 7UW
ABERDEEN BRIDGE OF DON 349	AB23 8JW
CARLISLE 112	CA1 2EA
DUMFRIES 293	DG2 0NU
EDINBURGH, HERMISTON GAIT 260	EH11 4DG
EDINBURGH, LEITH 262	EH6 7LW
EDINBURGH, NEWCRAIGHALL 504	EH15 3QH
EDINBURGH, STRAITON 116	EH20 9PW
GALASHIELS 233	TD1 1PD
GLASGOW FORGE 221	G31 4BW
LIVINGSTON 244	EH54 6QX
WORKINGTON 209	CA14 3YW
ABERYSTWYTH 215	SY23 3TL
BRIDGEND 147	CF31 3XX
CAERPHILLY 593	CF83 3NL
CARDIFF 078	CF24 1PQ
CARDIFF 742 (WAS 571)	CF23 9AA
CARMARTHEN 265	SA31 2BG
CHELTENHAM 734 (WAS 521)	GL51 9RR
CULVERHOUSE CROSS 140	CF5 6EH
GLOUCESTER 063	GL4 3BY
HAVERFORDWEST 186	SA62 4BS
HEREFORD 359	HR4 9RZ
LLANELLI 062	SA14 9UY
PONTYPRIDD 235	CF37 5BL
SWANSEA 012	SA1 2AS
SWANSEA 272	SA7 9EH
SWANSEA 739 (PONTARDULAIS) 739	SA5 4BA
BARNSTAPLE 169	EX31 3RY
BRIDGWATER 175	TA6 4AB
BRISLINGTON 206	BS4 5NG
BRISTOL 456	BS1 3JY
BRISTOL, IMPERIAL PARK (BISHOPSWORTH) 522	BS3 5RQ
CAMBORNE 544	TR15 3PS
EXETER 103	EX2 8LH
EXETER 586	EX2 7AW
TROWBRIDGE 241	BA14 0RQ
TRURO 238	TR1 3LN
WESTON SUPER MARE 145	BS23 3YZ
BIRMINGHAM, HIGHGATE 744 (WAS 378)	B12 0DF
CANNOCK 350	WS11 3XP
COVENTRY 092	CV5 8BW
COVENTRY 576	CV6 5QE
DUDLEY 077	DY5 1TJ
ERDINGTON 052	B24 9QB

KIDDERMINSTER 345	DY11 6XP
LEAMINGTON SPA 333	CV34 6RH
NUNEATON 227	CV11 4FN
PERRY BARR 229	B42 1AB
RUGBY 170	CV21 1SR
STECHFORD 276	B33 9AF
STRATFORD UPON AVON 037	CV37 0BT
TELFORD 022	TF3 4PB
WALSALL 237	WS1 4SB
WOLVERHAMPTON 303	WV2 2QA
WORCESTER 588	WR3 8PQ
BANGOR 243	LL574SH
BROMBOROUGH 181	CH62 3PN
CHESTER 300	CH1 4LD
CREWE 196	CW1 2RP
FLINT 741 (WAS 397)	CH6 5GB
LIVERPOOL, EDGE LANE 124	L13 1EW
NORTHWICH 582	CW9 5LY
OSWESTRY 597	SY11 2NR
RHYL 192	LL18 2TP
SOUTHPORT 291	PR9 7RG
SPEKE 353	L24 8QB
ST HELENS 733 (WAS 396)	WA9 1JF
STAFFORD 732 (WAS 385)	ST17 4SU
STOKE ON TRENT 028	ST1 5SJ
STOKE ON TRENT 590	ST4 6JQ
WREXHAM 109	LL11 2BL
BICESTER 581	OX26 4JQ
FARNBOROUGH 173	GU14 8BL
FARNBOROUGH 727	GU14 7QL
HAYES 074	UB4 0TU
HIGH WYCOMBE 354	HP10 9QY
OXFORD 089	OX3 7JG
OXFORD 294	OX2 0PR
READING 080	RG30 1PR
READING 365	RG2 0QG
READING, PINCENTS LANE 723 (WAS 134)	RG31 7SD
RUISLIP 242	HA4 9FD
SLOUGH 141	SL1 4DX
SWINDON 316	SN5 9PE
WEST DRAYTON 395	UB8 2HN
BARNLEY 709 (WAS 208)	S70 3NS
BOSTON 534	PE21 8XZ
CASTLEFORD 791 (WAS 386)	WF10 1QX
CHESTERFIELD 718 (WAS 123)	S41 7RS
DONCASTER 879 (WAS 320)	DN5 9TP
GRANTHAM 897 (WAS 527)	NG31 8HX
GRIMSBY 854 (WAS 253)	DN31 1TY
LINCOLN 852 (WAS 506)	LN6 7AN
MANSFIELD 944 (WAS 371)	NG18 1HA
NEWARK 496 (WAS 382)	NG24 1GA
PONTEFRAC 874 (WAS 279)	WF8 4PR
ROTHERHAM 705 (WAS 299)	S62 6EJ
SCUNTHORPE 495 (WAS 163)	DN16 3UA
SHEFFIELD 706 (WAS 537)	S8 0RW
SHEFFIELD 717 (WAS 232)	S9 2YZ

SHEFFIELD 855 (WAS 269)	S20 7JJ
WAKEFIELD 949 (WAS 220)	WF2 9SE
WORKSOP 487 (WAS 526)	S80 1UJ
BURY ST EDMUNDS 048	IP32 7BT
CAMBRIDGE 149	CB1 3ER
CROMER 592	NR27 9ST
DEREHAM 720	NR19 1HB
GREAT YARMOUTH 026	NR31 0NL
HARWICH 545	CO12 4EL
IPSWICH 519	IP1 5QP
KINGS LYNN 158	PE30 5BB
LOWESTOFT 273	NR32 2ED
NEWMARKET 591	CB8 7SX
NORWICH 083	NR6 5AL
SUDBURY 596	CO10 2XQ
THETFORD 379	IP24 3QL
WISBECH 583	PE13 0SL
BLETCHLEY 088	MK1 1DD
BURTON ON TRENT 604 (WAS 195)	DE14 2WG
DERBY 602 (WAS 505)	DE21 6NZ
LEICESTER 213	LE3 0BQ
LEICESTER 355	LE4 0BT
LOUGHBOROUGH 352	LE11 5PA
MILTON KEYNES 176	MK6 1AJ
NORTHAMPTON 097	NN1 1ET
NORTHAMPTON 332	NN3 9HU
NOTTINGHAM, ARNOLD 749 (WAS 389)	NG5 3GG
NOTTINGHAM, CHILWELL 748 (WAS 226)	NG9 6DS
PETERBOROUGH 543	PE4 6ZR
PETERBOROUGH 603 (WAS 374)	PE1 2HS
STAMFORD 594	PE9 1TX
UTTOXETER 542	ST14 8ER
WELLINGBOROUGH 072	NN8 2EF
AYLESBURY 040	HP19 3BG
BEDFORD 203	MK42 OXE
COLINDALE 223	NW9 6TD
DUNSTABLE 341	LU5 4LP
EALING COMMON 523	W5 3LF
EDMONTON 362	N18 3HR
FRIERN BARNET 270	N11 3PW
HEMEL HEMPSTEAD 144	HP3 9QN
LUTON 085	LU1 3JH
ST ALBANS 143	AL1 2RJ
STANMORE 547	HA7 4DJ
STAPLES CORNER 735	NW2 6LW
STEVENAGE 090	SG1 1XJ
STEVENAGE 736 (WAS 501)	SG2 8RH
TOTTENHAM 013	N15 4QD
WALTHAM ABBEY 228	EN9 1BD
WATFORD 043	WD17 2JG
WEMBLEY 304 - RELOCATING	HA9 0PB
BARKING 070	IG11 7BT
BASILDON 054	SS14 3AP
BASILDON 463	SS14 1AE
BRAINTREE 722 (WAS 377)	CM7 8YH
CANNING TOWN 001	E16 3AN

CHADWELL HEATH 340	RM6 4HX
CHELMSFORD 053	CM2 6XE
COLCHESTER 004	CO3 8RG
COLCHESTER 585	CO4 5TU
HARLOW 032	CM20 2AB
LEYTON MILLS 575	E10 5NH
ROMFORD 084	RM3 0BZ
SOUTHEND 252	SS2 6BS
BURGESS HILL 725	RH15 9RD
CRAWLEY 165	RH10 8JD
HORSHAM 060	RH12 3JR
KINGSTON 541	KT3 3RN
MERTON 540	SW19 2PP
STAINES 277	TW18 4WA
WIMBLEDON 338	SW17 0BJ
WOKING 222	GU2
ASHFORD 171	TN24 8UX
BOGNOR REGIS 025	PO22 9NF
BRIGHTON 039	BN1 8LW
BRIGHTON 584	BN2 4AF
CANTERBURY 256	CT1 1WZ
CHATHAM 019	ME5 9SQ
CHICHESTER 020	PO19 4YH
EASTBOURNE 261	BN22 7SG
HASTINGS 254	TN38 0YX
HOVE 102	BN3 7ES
MAIDSTONE (AYLESFORD) 027	ME20 7QA
MARGATE 298	CT10 2LH
NEWHAVEN 021	BN9 0AU
SEVENOAKS 023	TN14 5DH
SITTINGBOURNE 729 (381)	ME10 2XD
TUNBRIDGE WELLS 132	TN2 3UP
WORTHING 335	BN11 2QL
BRIXTON 301	SW2 2TP
CATFORD 324	SE6 2TS
CHARLTON 280	SE7 8LU
CRAYFORD 520	DA1 4LD
OLD KENT ROAD 305	SE15 1JU
ORPINGTON 730 (WAS 572)	BR5 3AQ
PENGE 454	SE20 7EZ
THAMESMEAD 577	SE28 8RD
THORNTON HEATH 337	CR0 3EU
ANDOVER 164	SP10 1NP
BASINGSTOKE 283	RG22 6HW
FAREHAM 728 (WAS 311)	PO14 4PH
ISLE OF WIGHT 266	PO30 5LG
NEWBURY 342	RG14 7HU
POOLE 249	BH15 3TE
POOLE 315	BH12 1DN
PORTSMOUTH 302	PO3 5NP
SALISBURY 287	SP1 2LE
SOUTHAMPTON 326	SO30 2QY
SOUTHAMPTON 347	SO14 2EU
SOUTHAMPTON, NURSING 127	SO16 0YW
WEYMOUTH 598	DT4 7BG
BANGOR NI 896 (WAS 290)	BT19 1AR

BELFAST 945 (WAS 589)	BT9 7JD
BLANCHARDSTOWN 551	DUBLIN 15
COLERAINE 268	BT51 3QQ
CONNSWATER 236	BT5 5AA
COOLOCK 554	DUBLIN 5
CORK 562	
CRAIGAVON 344	BT64 1AA
ENNISKILLEN 708 (WAS 376)	BT74 6DA
LEOPARDSTOWN (SANDYFORD) 552	DUBLIN 18
LIFFEY VALLEY 2251	DUBLIN 22
LIMERICK 556	NO CODE
LISBURN (NI) 508	BT27 4TQ
NEWRY 327	BT34 1PY
NEWTOWNABBEY 793 (WAS 539)	BT37 7GU
SLIGO 559	
TALLAGHT 553	DUBLIN 24
TRALEE 558	NO CODE
WINCHESTER 530	SO23 7FA
BYKER, NEWCASTLE 607	NE6 2UJ
RUNCORN 942	WA7 2FQ
DUNDEE 120	DD3 8QB
FALKIRK 201	FK1 1LD
AIRDRIE 330	ML6 9JB
POLLOKSHAWS 745 (WAS 363)	G43 1AP
UDDINGSTON 015	G71 5PR
MERTHYR TYDFIL 225	CF48 2TA
NEWPORT 312	NP20 2NN
BODMIN 489	PL31 2ST
FROME 743	BA11 4RW
LAUNCESTON 828	PL15 9DA
TORQUAY 160	TQ2 7BJ
OLDBURY 174	B69 4JE
CONGLETON 943	CW12 1LJ
HOLYHEAD 864	LL65 2UQ
LLANDUDNO 190	LL30 1YR
FARNHAM 608	GU9 7SX
HIGH WYCOMBE 003	HP13 5HN
DEWSBURY 827	WF12 8AR
SKEGNESS 726	PE25 3ST
CLACTON 036	CO15 1HX
WHETSTONE 796	N20 9BS
WEST THURROCK 014	RM20 3LB
BRENTFORD 218	TW8 9DN
CRAWLEY, THREE BRIDGES 512	RH10 1LT
NEW MALDEN 360	KT3 4LP
WATERLOOVILLE 514	PO7 6QG
GRAVESEND 510	DA11 0DQ
SIDCUP 731 (WAS 515)	DA14 6EN
STROOD 329	ME2 2AD
SUTTON 509	SM1 4AU
CHRISTCHURCH 366	BH23 2BN
BALLYMENA 193	BT42 3AG
CARLOW 561	NEW
CORK 565	
DUNDALK 560	
GALWAY 568	

KILKENNY 569	
LONDONDERRY 493	BT48 0LU
MULLINGAR 563	
ROYAL LIVER 555	DUBLIN 12
SWORDS 567	
WEXFORD 564	
BRISTOL 399	BS34 5TS
WEDNESBURY 503 - CLOSING	WS10 9QY
AINTREE 317	L9 5AN
BRACKNELL 361	RG12 1EN
EAST GRINSTED 595	RH19 1HF
FELTHAM 548	TW13 4EX
GUILDFORD 400	GU1 1AJ
CROYDON 067	CR0 4XG
DARTFORD 008	DA1 2AT
ORPINGTON 331	BR5 3AQ
BELFAST YORK GATE 251 - CLOSING	BT15 1WA
WARRINGTON 516	WA1 2QH

CUSTOMER AGREEMENTS

Agreement No

Date

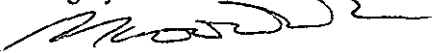
Master Agreement for Hire and Music Services

18th August 2005

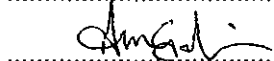
- (a) all proceeds of sale or other disposition of the equipment comprised in the Customer Agreements referred to above;
- (b) all insurance monies receivable in respect of damage to or the destruction or loss of any of the equipment which is the subject matter of the Customer Agreements referred to above; and
- (c) all of the right, title and interest of the Company in respect of the Customer Agreements referred to above.

**SIGNED and DELIVERED as a DEED by
TEAMTALK BROADCAST LIMITED**

Acting by



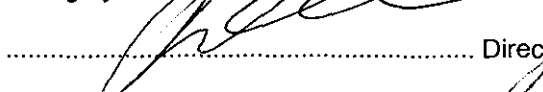
..... Director



..... Director/Secretary

**SIGNED and DELIVERED as a DEED by
THE CO-OPERATIVE BANK P.L.C.**

Acting by



..... Director

P. A. Wade

..... Director/Secretary

Authorised Sealing Officer

2315

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04004291

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MASTER CHARGE AGREEMENT DATED THE 12th OCTOBER 2005 AND CREATED BY TEAMTALK BROADCAST LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CO-OPERATIVE BANK PLC 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 20th OCTOBER 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 25th OCTOBER 2005.

Dx &



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES