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CHFP025

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legibly, preferably
in black type, or
bold black lettering

*insert full name
of Company

COMPANIES FORM No. 395**Particulars of a mortgage or charge**

23 286 / 156

395

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

[1 1 2]

04175828

Name of company

* KM Radio Limited (the "Company")

Date of creation of the charge

2 April 2009

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

Omnibus Guarantee & Set-Off Agreement between the Companies (as defined
below) and the Bank (the "Agreement")

Amount secured by the mortgage or charge

All moneys and liabilities then due or which might thereafter become due
to the Bank from either the Company or any one or more of the other
parties to the Agreement (other than the Bank) being at the date hereof
the following companies:

- (i) Kent Messenger Limited (Company Number 00505554)
 - (ii) KM Direct Limited (Company Number 04591899)
 - (iii) KM Group Limited (Company Number 05494416)
 - (iv) KMFM Canterbury Limited (Company Number 03222561)
 - (v) KMFM Folkestone Limited (Company Number 03038516)
 - (vi) KMFM Thanet Limited (Company Number 02991461)
 - (vii) KMFM West Kent Limited (Company Number 02977385)
 - (viii) Kent & Sussex Radio Investors Limited (Company Number 03293610)
 - (ix) KMFM Medway Limited (Company Number 02936476)
 - (x) Local Ashford Radio Kent Limited (Company Number 04718906)
 - (xi) Maidstone Radio Limited (Company Number 04482717)
- (together, including the Company, the "Companies")

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

Lloyds TSB Bank plc, 25 Gresham Street, London (the "Bank")

Postcode EC2V 7HN

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

Berwin Leighton Paisner LLP
Adelaide House
London Bridge
London
EC4R 9HA
RLLO/21273.61/8921515

Time critical reference

For official Use (02/06)

Mortgage Section

Post room

WEDNESDAY



LD3

L7H3491Q

15/04/2009

162

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

1. Any sum or sums for the time being standing to the credit of any one or more of any present or future accounts of the Companies or any of them with the Bank (including any accounts held in the Bank's name with any designation which includes the name(s) of the Companies or any of them) whether such accounts be denominated in Sterling or in a currency or currencies other than Sterling.

2. NOTE: By Clause 14.7 of the Agreement, the Company agreed with the Bank that it would not (without the prior written consent of the Bank) assign, mortgage, charge or otherwise confer upon any third party any right, title or interest in or to any Credit Balance, or otherwise dispose of any Credit Balance, or agree to do any such thing, or allow any such third party right, title or interest to subsist (except in each case in favour of, or upon, the Bank).

(Continued in Addendum 4/4)

Defined terms are to be found in Addendum 4/4

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in black type, or
bold block
lettering

Particulars as to commission allowance or discount (note 3)

Signed

BP UP

Date

09/04/09

On behalf of ~~XXXXXXXXXXXXXXXXXX~~ [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

Name of company

*insert full name
of Company

* KM Radio Limited (the "Company")

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 descriptions of the mortgages or persons entitled to the charge (continued)

Addendum 4/4

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

3. Definitions and Interpretation

For the purpose of this form the following definitions apply:

"Accounts" means all the present and future accounts of the Companies with the Bank whether such accounts are in the sole name of any of the Companies or in the joint names of two or more Companies and includes accounts in the Bank's name with any designation which includes the name(s) of any one or more of the Companies and Account means any one of them.

"Credit Balance" means any sum standing to the credit of an Account, whether in Sterling or any other currency or currency unit and the debt from time to time owing by the Bank represented by the sum and "Credit Balances" means all of them.

"Sterling" means the legal currency for the time being of the United Kingdom.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 4175828
CHARGE NO. 2**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT AN OMNIBUS GUARANTEE & SET-
OFF AGREEMENT DATED 2 APRIL 2009 AND CREATED BY KM
RADIO LIMITED FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY AND/OR ALL OR ANY OF
THE COMPANIES NAMED THEREIN TO LLOYDS TSB BANK PLC
ON ANY ACCOUNT WHATSOEVER WAS REGISTERED
PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT
1985 ON THE 15 APRIL 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20 APRIL 2009

Pr



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES