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COMPANIES FORM No. 395

Particulars of a mortgage or charge

CHWP000

Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block lettering* insert full name
of Company

A fee of £10 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

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5281723

Name of company

* SEARCH CHOICE LIMITED

Date of creation of the charge

15 DECEMBER 2004

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

SECURITY AGREEMENT

Amount secured by the mortgage or charge

AMOUNTS PAYABLE IN RESPECT OF GUARANTEE OF £1,029,505 SECURED CONVERTIBLE LOAN NOTES OF TMG HOLDINGS LIMITED ISSUED 15 DECEMBER 2004.
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Names and addresses of the mortgagees or persons entitled to the charge

THE SECURITY TRUSTEE, BALANUS LIMITED, COUNTRYWIDE HOUSE, PERRY WAY, WITHAM, ESSEX.	Postcode	CM8 3SX
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Presentor's name address and
reference (if any):K10
AILES BURY COURT
HIGH ST
MALL BURY

Time critical reference

For official Use
Mortgage Section

Post room


A27 *AUKC21AE* 0743 COMPANIES HOUSE 22/12/04

Short particulars of all the property mortgaged or charged

FIXED AND FLOATING CHARGE OVER
THE ENTIRE ASSETS OF THE BUSINESS

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 *W. H. Rodman*

Date 21 DECEMBER 2004

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:-

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05281723

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SECURITY AGREEMENT DATED THE 15th DECEMBER 2004 AND CREATED BY SEARCH CHOICE LIMITED FOR SECURING £1,029,505 AND ALL OTHER MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BALANUS LIMITED 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 22nd DECEMBER 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29th DECEMBER 2004.

Pargela



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —