042328/30

M

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

CHWP000

A fee of £10 is payable to Companies House in <u>Perfection is </u> each register entry for a mortgage or charge.

Please do not write in this margin

Pursuant to section 395 of the Companies Act 1985

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

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

For official use Company number

Name of company

* insert full name of Company

SEARCH CHOICE LIMITED

Date of creation of the charge

IS DECEMBER 2004

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

SECURITY AGREEMENT

Amount secured by the mortgage or charge

PAYABLE IN RESPECT OF GUARANTEE AMOUNTS CONVERTIBLE SECULED 202, PEO, 13 HOLDINGS NOTES OF TMG LOAN LIM ITED DECEMBER 2004 15 1SSUE D

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

THE SECURITY TRUSTEE, BALANUS LIMITED,

COUNTRYWIDE HOUSE, PERRY WAY, WITHAM,

ESSEX.

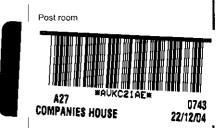
Postcode CM 8 SSX

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

For official Use Mortgage Section

AILLS BURY Court HIGH ST MALLBERENTS

Time critical reference



Page 1

Short particulars of all the property mortgaged or charged

FLOATING CHARGE OVER FIXED OF THE BUSINESS ASS €7S THE ENTIRE

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 DECEMBER 2004 payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

t delete as appropriate

A fee of £10 is

On behalf of [company][mortgagec/chargeo]t

Notes

- 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.
- A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage", or "Legal charge", etc., as 2 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.
- Cheques and Postal Orders are to be made payable to Companies House. 5
- 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.





