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CHFP041

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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.**

094336/52

395

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

For official use Company number

Name of company

* Find Portal Limited (the "Company")

Date of creation of the charge

20th May 2005

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

Charge over Shares between the Company and The Governor and Company of
the Bank of Scotland (the "Bank")

Amount secured by the mortgage or charge

04
+
10

All or any monies and liabilities which will for the time being (whether
on or at any time after demand) be due, owing or incurred in whatsoever
manner to the Bank by the Company, whether actually or contingently,
solely or jointly and whether as principal or surety and whether or not
the Bank shall have been an original party to the relevant transaction,
and including interest, discount, commission and (on a full indemnity
basis) other lawful charges or expenses which the Bank may in the course
of its business charge or incur in respect of any of those matters or for
keeping the Company's account and so that interest shall be computed and
compounded according to the Bank's usual rates and practice as well as
as before any demand made or decree obtained under the Charge.

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

The Governor and Company of the Bank of Scotland
2nd Floor, Citymark
150 Fountainbridge
Edinburgh

Postcode EH3 9PE

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

Howard Kennedy
19 Cavendish Square
London W1A 2AW
DX 42748 Oxford Circus
North

Time critical reference
SC4/015143.00110

For official use
Mortgage section

Post room



A40
COMPANIES HOUSE

AGKEYSMD

0471
27/05/05

Com 395-1/2

Short particulars of all the property mortgaged or charged

By way of first fixed charge:

1. 10,950 'A' Ordinary Shares of 10p each and 4,160 'B' Ordinary Shares of 10p each representing the entire issued share capital in Omnium Communications Limited (the "Securities") and their proceeds of sale;

2. all dividends, interest and other distributions (whether in cash or in specie and whether of a capital or income nature) declared, paid or made in respect of the Securities at any time;

3. all accretions, rights, benefits, money or property accruing, issued or offered in respect of the Securities at any time, whether by way of rights, bonus, capitalisation, conversion, exchange, pre-emption, option, redemption or otherwise and all interest or rights (whether legal or equitable having regard to applicable law) in relation to any Securities which for the time being are held in a "Relevant System" being the meaning given to that term by the Uncertificated Securities Regulations 1995 and

(See Continuation Sheet 1)

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed Howard Kennedy

Date 25/05/05

On behalf of ~~[company]~~ [mortgagee/chargee]*

*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:-
Companies House, Crown Way, Cardiff CF4 3UZ.

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Particulars of a mortgage or charge (continued)

Continuation sheet No 1
to Forms Nos 395 and 410 (Scot)

Company number

05442706

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in black type, or
bold block lettering

Name of company

Find Portal

Limited*

*Delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Amount due or owing on the mortgage or charge (continued)

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**Please complete
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Please do not write Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)
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Short particulars of all the property mortgaged or charged (continued)

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clearance of transactions in them, or otherwise subject to its rules and practices (including, without limitation, the Company's rights against includes any other system or facility (whether established in the United Kingdom or elsewhere) providing means for the deposit of securities and the operator of such Relevant System or another participant in it).

Under the terms of the Charge the following covenants are given:

(i) the Company irrevocably authorises the Bank to arrange, at any time, for the Securities to be registered in its name or in the name of its nominee;

(ii) the Company shall pay into the Company's account with the Bank, or such other account of the Company as the Bank may direct, all money which it may receive in respect of the Securities immediately on receipt. The Company will not give any instruction for any dividends, interest, distributions, accretions or other moneys to be paid to the Company through utilisation of the Relevant System without the prior consent of the Bank;

(iii) the Company shall give the Bank 14 days' prior written notice of its instruction for any certificated securities comprised in the Charge to be converted to uncertificated securities; and

(iv) the Company shall not give any instruction for any uncertificated securities comprised in the Charge to be reconverted into certificated securities without the Bank's prior written consent.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05442706

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OVER SHARES DATED THE 20th MAY 2005 AND CREATED BY FIND PORTAL LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND 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 27th MAY 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 1st JUNE 2005.

PDW1



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —