

# M

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)

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)

Supplemental Debenture between the Company and The Governor and Company  
of the Bank of Scotland (the "Bank")

Amount secured by the mortgage or charge

all or any monies and liabilities which will from time time (and 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 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 after as before any demand made  
or decree obtained under the Supplemental Debenture.

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

Presenter'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 HOUSE0472  
27/05/05

Com 395-1/2

## Short particulars of all the property mortgaged or charged

By way of assignment all the Company's rights, title and interest, present and future, in and to a share purchase agreement dated 20th May 2005 between the Company and John Perceval, Roger Mitchell, Alan Chance, Alison Mitchell Limited, Martin Brown, Angus Robb, Richard Carswell, Richard Barber, Will Wright Morris, Rachel Williams, Karen O'Neill and Tom Kelly ("the Vendors") relating to the purchase of all the issued share capital of Ground Control Limited ("the Agreement") including the benefit, without limitation, of any warranties granted under the Agreement and all rights and benefits arising thereunder or in connection therewith ("the Acquisition Documents"), including but not limited to:

- (1) all claims for damages in respect of breach thereof;
- (2) the right to receive and demand payment of all monies payable under or in connection therewith;
- (3) the proceeds of any payment of any awards and judgments which may at

(See Continuation Sheet 1)

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Particulars as to commission allowance or discount (note 3)

Nil

Signed Howard Kennedy

Date 25/05/05

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:-  
  
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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\*Delete if  
inappropriate

Name of company

Find Portal

Limited\*

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 do not write Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)  
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any time be received by the Company pursuant to the Agreement;

(4) all rights to terminate, cancel, vary, waive or otherwise deal with any of the contractual rights of the Company assigned to the Bank pursuant to the Supplemental Debenture; and

(5) all rights to make such elections, statements and presentations and to give all notices and confirmations which may be made or given by the Company in respect of the Agreement;

The Supplemental Debenture contains covenants by the Company that:

(i) it will not, without the prior written consent of the Bank, amend, supplement or substitute the Acquisition Documents or any provision thereof;

(ii) it will not, without the prior written consent of the Bank, agree to any release of any obligation under the Acquisition Documents;

(iii) it will not make or agree to any claim that any of the Acquisition Documents is frustrated;

(iv) neither the Agreement nor any of the other Acquisition Documents shall in any circumstances be cancelled or terminated by the Company by reason of any breach or alleged breach thereof by the Vendor or any other party without the Bank's prior written consent;

(v) it will not, without the prior written consent of the Bank, permit the Vendor or any other party to assign any of their rights, or transfer any of their obligations under the Acquisition Documents; and

(vi) if the Company receives any payment in respect of the Acquisition Documents the Company will immediately upon such receipt pay such monies direct to the Bank and pending such payment shall hold such monies on trust for the Bank.

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## 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 SUPPLEMENTAL DEBENTURE 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.

P DMU



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —