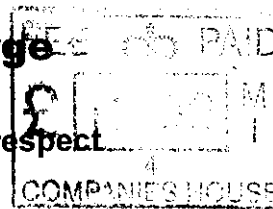


M

COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.



395

CHFP025

Please do not write in this margin

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

*insert full name of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

[2][1][1]

001737 113
3842479 ✓

Name of company

* Broadcast Decisions Limited ✓

Date of creation of the charge

18 November 2005 ✓

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

DEBENTURE 05

Amount secured by the mortgage or charge

All monetary and other present and future liabilities now or hereafter owed or incurred by the Company to or in favour of the Chargee, actual or contingent, liquidated or unliquidated, whether incurred solely or jointly with any other person, whether arising in or by contract, tort, restitution, assignment or breach of statutory duty and whether arising under a factoring agreement or otherwise including (but not limited to) any such liability of the company arising from any assignment to the Chargee of any indebtedness incurred or to be incurred by the Company in respect of any supply of goods or services to the Company; 07

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

SME Invoice Finance of Chertsey House, 56-58 Chertsey Street,
Guildford, Surrey ("the Chargee") T

Postcode GU1 4HL

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

Paul Davidson Taylor
Chancery Court, Queen
Street, Horsham, West
Sussex, RH13 5AD

DAS

Time critical reference

For official Use
Mortgage Section

Post room



A23
COMPANIES HOUSE

582
24/11/2005

Short particulars of all the property mortgaged or charged

1. By way of First Fixed Charge:-

- (i) All freehold and leasehold land and buildings of the Company both present and future and all fixed plant and machinery from time to time in or on any such land and buildings;
- (ii) All goodwill and unpaid and/or uncalled capital of the Company;
- (iii) All stocks shares and securities and documents evidencing title to or the right to possession of any property at any time deposited with the Chargee and the property mentioned in such documents;

(continued on continuation sheet)

Please do not write in this margin

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

01
+
95

Particulars as to commission allowance or discount (note 3)

Signed Paul Davidson Taylor Date 22 November 2005

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 CF14 3UZ

CHFP025

Particulars of a mortgage or charge (continued)

Please do not
write in this
binding margin

Continuation sheet No 1
to Form No 395 and 410 (Scot)

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

Company Number

3842479

Name of Company

Broadcast Decisions Limited

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)

Please do not
write in this
binding margin

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

Please do not
write in this
binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

(iv) All patents, patent applications, trade marks, trade names, registered designs, copyrights, knowhow, and other intellectual property rights and all licences and ancillary rights and benefits (including royalties fees and other income deriving from the same) now owned or at any time hereafter to be owned by the Company;

(v) Any book debt as defined in a factoring agreement between the Company and the Chargee and purchased or purported to be purchased by the Chargee pursuant to that agreement which fails to vest absolutely and effectively in the Chargee for any reason together with the proceeds of that book debt;

(vi) All amounts now or hereafter owing or becoming due to the Company by the Chargee on any account including (but not limited to) any amount retained by the Chargee under the conditions of that agreement;

(vii) All other amounts now or at any time hereafter owing or becoming due to the Company on any account whatsoever together with their proceeds and the related rights pertaining to them.

2. By way of floating charge:

The undertaking and all the property of the Company other than the property specified in paragraph 1 above and the property so specified to the extent that the charges or any of them or any part of them shall be ineffective for any reason as a fixed charge.

RESTRICTIONS

The Company covenants with the Chargee inter alia that it will not without the prior consent of the Chargee sell, part with possession of or otherwise dispose of any of the charged property nor, except as expressly provided for in the Charge exchange, compound, set off, grant time or indulgence in respect of any of the charged property nor enter into any factoring or discounting agreement or any other agreement for the sale and purchase of debts except with the Chargee nor create or permit to subsist any encumbrance or trust which affects or may affect the charged property or any part of it.

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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03842479

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 18th NOVEMBER 2005 AND CREATED BY BROADCAST DECISIONS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO SME INVOICE FINANCE 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 24th NOVEMBER 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 25th NOVEMBER 2005.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

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