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in black type or
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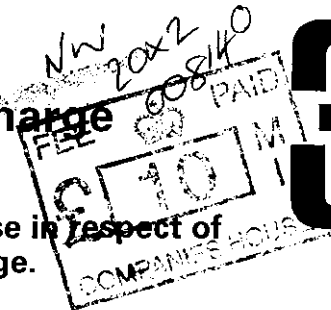
* Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

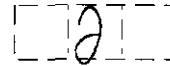
**A fee of £10 is payable to Companies House in respect of
each register entry for a mortgage or charge.**



395

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

For official use Company number



02600715

Name of company

* **ODYSSEY VIDEO LTD**

Date of creation of the charge

27 APRIL 2000

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

FLOATING CHARGE

Amount secured by the mortgage or charge

All monies due or becoming due under the terms of an Agreement dated 24th March 2000 and made between Adrian Munsey Ltd, the Company and Odyssey Video Holdings Ltd ('the Chargor') (1) Medusa Communications and Marketing Ltd ('the Chargee') (2) and Adrian Munsey (3) and as evidenced by a further Deed of Charge dated 27th April 2000 and made between the Chargor and the Chargee

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

MEDUSA COMMUNICATIONS AND MARKETING LTD
REGAL CHAMBERS, 51 BANCROFT
HITCHIN, HERTS

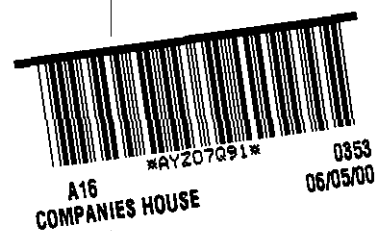
Postcode SG5 1LL

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

Foreman Laws
25 Bancroft
Hitchin SG5 1JW
DX 7102 Hitchin

For official use
Mortgage section

Post room



Time critical reference

Short particulars of all the property mortgaged or charged

FLOATING CHARGE OVER THE RIGHTS OWNED BY THE COMPANY AS AT 24TH MARCH 2000 OR AS ACQUIRED AT ANY TIME UP TO AND INCLUDING 23RD MARCH 2005 IN CERTAIN MOTION PICTURES AS DEFINED IN THE DEED OF CHARGE DATED 27TH APRIL 2000 AND MADE BETWEEN THE CHARGOR AND THE CHARGE

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

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Date 27th April 2000

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

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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FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02600715

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FLOATING CHARGE DATED THE 27th APRIL 2000 AND CREATED BY ODYSSEY VIDEO LIMITED FOR SECURING ALL MONIES DUE UNDER THE TERMS OF AN AGREEMENT DATED 24 MARCH 2000 BETWEEN ADRIAN MUNSEY LTD, ODYSSEY VIDEO LTD AND ODYSSEY VIDEO HOLDINGS LIMITED ("THE CHARGOR") MEDUSA COMMUNICATIONS AND MARKETING LTD AND ADRIAN MUNSEY AND AS EVIDENCED BY A FURTHER DEED OF CHARGE DATED 27 APRIL 2000 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 6th MAY 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th MAY 2000.

DTG



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E