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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Please do not
write in
this margin

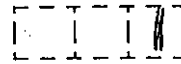
Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf—Note 5)

For official use

Company number

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



3279776

Name of company

* E.D.GAMES LIMITED

* insert full name
of company

Date of creation of the charge

15.9.97

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

FIXED AND FLOATING CHARGE (ALL ASSETS)

Amount secured by the charge

The totality of all monies now or hereafter owing due and/or payable by the Company to the Securityholder in any manner for any reason on any account whether alone or jointly whether secured or unsecured including under any guarantee or indemnity or under any agreement with the Securityholder for the discounting or factoring of book debts or in respect of any stamp or other duties costs expenses charges (on a full indemnity basis) monies which the Securityholder is at liberty to debit or charge to the Company or to the account of the Company howsoever arising and all interest on all monies at such rate or rates as may from time to time be payable pursuant to any agreement or arrangement or otherwise.

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

BARCLAYS COMMERCIAL SERVICES LIMITED

AQUILA HOUSE, BREEDS PLACE, HASTINGS, EAST SUSSEX

Postcode

TN34 3DG

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

WILDE AND PARTNERS
DX 428 LONDON/CHANCERY

SLD/BCJ/EDG

For Official Use
Mortgage Section

Post Room



Time critical reference

Short particulars of all the property charged

- 1) By way of Fixed Charge (i) (by way of legal mortgage) all freehold and leasehold property of the Company both present and future and all fixtures and fittings and all the fixed plant and machinery from time to time therein or thereon (ii) all goodwill and unpaid and or uncalled capital and any freehold or leasehold property vested in the future in the Company (iii) all stocks shares and securities and documents evidencing title to or rights to possession of any property mentioned in such documents (iv) all Book Debts and other Debts of the Company both present and future including things in action which may give rise to such Book Debts and other Debts (save for those purchased by the Securityholder in accordance with the Financing Agreement but including those which fail to vest in the Securityholder for any reason whatsoever and those repurchased by the Company pursuant to the provisions thereof) more particularly described in this Debenture Deed.
- 2) By way of Floating Charge all the undertaking and all the property rights and assets of the Company both present and future not subject to a Fixed Charge under the Debenture Deed.

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)

NONE

Signed



Date

29/9/97

On behalf of ~~company~~ [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 The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF4 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03279776

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FIXED AND FLOATING CHARGE (ALL ASSETS) DATED THE 15th SEPTEMBER 1997 AND CREATED BY E. D. GAMES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS COMMERCIAL SERVICES LIMITED ("THE SECURITYHOLDER") ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 1st OCTOBER 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2nd OCTOBER 1997.

A. P. GODDARD

for the Registrar of Companies



COMPANIES HOUSE

WHE
2-10-97

DX