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LLP395

CHFP025

Please complete
in typescript, or
in bold black
capitals

Particulars of a mortgage or charge in respect of a Limited Liability Partnership

A fee of £13 is payable to Companies House in respect of
each register entry for a mortgage or charge.

For official use

LLP Number

OC314073

1101

Full Name of Limited
Liability Partnership

INGENIOUS GAMES LLP

Date of creation
of the charge

5 April 2008

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

Deed of Charge dated 5 April 2008 between Ingenious Games LLP (the
"Chargor") (1) and Codemasters Software Company Limited (the
"Chargee") (2) (the "Deed of Charge")

Amount secured by the
mortgage or charge

All obligations and liabilities owing by Ingenious Games Limited
(the "Corporate Member") to the Chargee under the Loan Agreement
dated 5th April 2008 between the Corporate Member and Chargee
(including, without limitation, repayment by the Corporate Member to the
Chargee of the Loan of £2,070,959, as guaranteed by the Chargor
pursuant to the Deed of Charge

Signed

Bird & Bird

Date

21/04/08

On behalf of ~~XXXXXX~~/chargee] (delete as appropriate)

You do not have to give any contact
information in the box opposite but if you
do, it will help Companies House to
contact you if there is a query on the
form. The contact information that you
give will be visible to searchers of the

Bird & Bird

15 Fetter Lane, London, EC4A 1JP, 119 London Chancery

Ref CWP/CODEM/0065 Tel 020 7415 6000

E-mail charles.proctor@twobirds.com

When you have completed and signed the form please send it to the
Registrar of Companies at

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff

THURSDAY



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24/04/2008

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COMPANIES HOUSE

Laserform International 1703

Names and addresses of the mortgagees or persons entitled to the charge	Codemasters Software Company Limited of Codemasters Campus, Stoney Thorpe, Southam, Warwickshire CV47 2DL
Short particulars of all the property mortgaged or charged	<p>1 By way of fixed charge, all the Chargor's right, title and interest (both present and future, vested and contingent, statutory and otherwise) in and to the following rights and assets relating to the video game presently entitled "ATV Outlawed" (the "game") , (i) the intellectual property rights throughout the world including , (A) the software embodying the game,, (B) all versions of that software, , (C) all localised versions of that software, , (D) the completed game on a DVD-ROM,, (ii) all rights to distribute, lease, license, sell, exhibit, or otherwise deal with the Game, the underlying material and all ancillary rights in the Game by all methods and means and in all media throughout the universe,, (iii) all literary, property and ancillary rights (including all publishing, commercial tie-up, spin off, sponsorship and merchandising rights) of every kind and nature in the Game,, (iv) all agreements to which the Chargor is a party relating to the game,, (v) all insurances, contract rights, revenues , and other property and income relating to the game,, (vi) all software products, manuals, soundtrack elements and other materials, sums and revenues relating to the game ,</p> <p>2 By way of floating charge, all of the Chargor's other undertakings, property and assets relating to the game The Chargor undertakes that, except as permitted by the Deed of Charge, it will not without the prior written consent of the Chargee create or permit to arise or subsist any encumbrance over any of the assets charged to the Chargee pursuant to the Deed of Charge</p>
Particulars as to commission allowance or discount (note 3)	NIL

Notes

- 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 LLP398 is submitted
- A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage", or "Legal Charge", etc, as the case may be, should be given
- 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 LLP to any person in consideration of his
 - subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - 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
- If any of the spaces in this form provide insufficient space the particulars must be entered on the Form LLP395 continuation sheet
- A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge Cheques and Postal Orders must be made payable to **Companies House**.

* As applied to LLPs by Schedule 2 of the Limited Liability Partnerships Regulations 2001



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

**Pursuant to section 401(2) of the Companies Act 1985 as applied to
Limited Liability Partnerships pursuant to Paragraph 4 and
Schedule 2 of the Limited Liability Partnerships Regulations 2000.**

LLP NO. OC314073

CHARGE NO. 10

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEED OF CHARGE DATED THE 5
APRIL 2008 AND CREATED BY INGENIOUS GAMES LLP FOR
SECURING £2,070,959 DUE OR TO BECOME DUE FROM THE
LIMITED LIABILITY PARTNERSHIP TO CODEMASTERS
SOFTWARE COMPANY LIMITED 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 AS APPLIED TO
LIMITED LIABILITY PARTNERSHIPS PURSUANT TO
PARAGRAPH 4 AND SCHEDULE 2 OF THE LIMITED LIABILITY
PARTNERSHIPS REGULATIONS 2000 ON THE 24 APRIL 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 30 APRIL 2008

DX/SW



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES