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COMPANIES FORM No. 410(Scot)

Particulars of a charge created by a company registered in Scotland

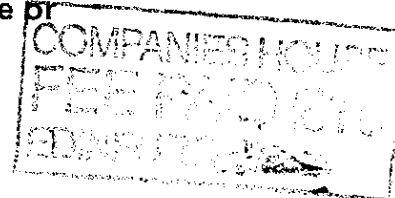
410

CHWP000

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

Please do not
write in
this margin

Pursuant to section 410 of the Companies Act 1985



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

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

For official use

Company number

		2
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194729

Name of company

* insert full name
of company

* AREA 51 (ENTERTAINMENTS) LIMITED

Date of creation of the charge (note 1)

29th November 2001

Description of the instrument (if any) creating or evidencing the charge (note 1)

FLOATING CHARGE

Amount secured by the charge

All sums due and to become due

Names and addresses of the persons entitled to the charge

Scottish Courage Ltd., 33 Ellersley Road, Edinburgh EH12 6HX

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

Macdonalds,
St. Stephen's House,
279 Bath Street,
Glasgow G2 4JL.

0140 303 7129
EI CE

For official use
Charges Section

Post room



Short particulars of all the property charged.

Please do not
write in
this margin

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

The whole property and undertaking of the Company including uncalled capital

Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision (note 2)

The Floating Charge hereby created shall rank in priority to any Fixed Security and to any other Floating Charge, being a Fixed Security or Floating Charge which shall have been created by the Company after their execution hereof, and the Company are prohibited from creating subsequent to the date of the Floating Charge any Fixed Security or Floating Charge without the prior written consent of the Chargee; Any Fixed Heritable Security or Heritable Securities by the Company in favour of the Chargee shall rank in priority to the Floating Charge hereby created

Particulars as to commission, allowance or discount paid (see section 413(3))

N/A

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

Signed _____ Date 13th December 2001

On behalf of ~~[company]~~ [chargee]†

Notes

1. A description of the instrument e.g. "Standard Security" "Floating Charge" etc, should be given. For the date of creation of a charge see section 410(5) of the Act. (Examples - date of signing of an Instrument of Charge; date of recording / registration of a Standard Security; date of intimation of an Assignment.)

2. In the case of a floating charge a statement should be given of (1) the restrictions, if any, on the power of the company to grant further securities ranking in priority to, or pari passu with the floating charge; and / or (2) the provisions, if any, regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property which is the subject of the floating charge or any part of it.

3. A certified copy of the instrument, if any, creating or evidencing the charge, together with this form with the prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of the creation of the charge. In the case of a charge created out of the United Kingdom comprising property situated outside the U.K., within 21 days after the date on which the copy of the instrument creating it could, in due course of post, and if despatched with due diligence, have been received in the U.K. Certified copies of any other documents relevant to the charge should also be delivered.

4. A certified copy must be signed by or on behalf of the person giving the certification and where this is a body corporate it must be signed by an officer of that body.

5. Cheques and Postal Orders are to be made payable to **Companies House**.

6. The address of the Registrar of Companies is:-

Companies House
37 Castle Terrace
Edinburgh EH1 2EB

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

Company number 194729

I hereby certify that a charge created by

AREA 51 (ENTERTAINMENTS) LIMITED

on 29 NOVEMBER 2001

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of SCOTTISH COURAGE LTD.

was delivered pursuant to section 410 of the Companies Act, 1985,
on 14 DECEMBER 2001

Given at Companies House, Edinburgh
18 DECEMBER 2001



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



N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

REGISTER of Charges, Alterations to Charges,

COMPANY: SC194729 CHARGE: 2

(1) Date of Registration	(2) Serial Number of Document on File	(3) Date of Creation of each Charge and Description thereof	(4) Date of the aquisition of the Property	(5) Amount secured by the Charge £	(6) Short Particulars of the Property Charged	(7) Names of the Persons entitled to the Charge
14/12/2001		29/11/01 FLOATING CHARGE		ALL SUMS DUE, OR TO BECOME DUE	UNDERTAKING AND ALL PROPERTY AND ASSETS PRESENT AND FUTURE OF THE COMPANY INCLUDING UNCALLED CAPITAL	SCOTTISH COURAGE LTD.

Memoranda of Satisfaction and Appointments etc. of Receivers

N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

COMPANY: SC194729 CHARGE: 2

(8)	(9)	(10)	(11)	(12)		
				Receiver		
In the case of a floating charge, a statement of the provisions, if any, prohibiting or restricting the creation by the company of any fixed security or any other floating charge having priority over, or ranking <i>pari passu</i> with the floating charge.	In the case of a floating charge, a statement of the provisions if any regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property the subject of the floating charge or any part of it.	Amount or rate per cent of the Commission Allowance or discount	Memoranda of Satisfaction	Name	Date of Appointment	Date of Ceasing to act
COMPANY ARE EXPRESSLY PROHIBITED FROM CREATING SUBSEQUENT FIXED SECURITY HAVING PRIORITY OVER OR RANKING EQUALLY WITH THE FLOATING CHARGE						