

COMPANIES FORM No. 410(Scot)

Particulars of a charge created by a company registered in Scotland

410

CHWP007

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)
Name of company

[2

SC265189

* insert full name of company Venture Entertainment Limited (the "Company")

Date of creation of the charge (note 1)

27 October 2005

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

Fixed Charge on Debts and Related Rights

Amount secured by the charge

All monetary and other liabilities and obligations now or at any time owed or incurred by the Company to or in favour of Venture, present or future, actual or contingent, liquidated or unliquidated, whether arising in or by contract, tort or restitution, assignment or breach of statutory duty and whether arising under the Agreement or otherwise.

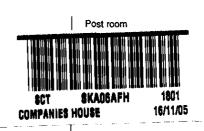
Names and addresses of the persons entitled to the charge

Venture Finance plc trading as Venture Factors ("Venture")

Sussex House, Perrymount Road, Haywards Heath, West Sussex RH16 1DN

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

HSH/RBW Morton Fraser DX ED119 EDINBURGH For official use Charges Section



Short particulars of all the property charged.

(i) All Factored Debts which shall fail to vest effectively and absolutely in Venture pursuant to the Agreement for any reason; (ii) the Other Debts and (iii) all Related Rights pertaining to such Factored Debts and Other Debts.

Please do not write in this margin

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

In the interpretation of the foregoing:-

"Agreement" means the agreement for the sale and purchase or factoring and discounting of debts made between the Company and Venture dated 27 October 2005

"Other Debts" means all amounts now or at anytime hereafter owed or becoming due to the Company on any account whatsoever other than the Factored Debts.

"Factored Debt" means a debt other than a Scottish Debt (as the same are defined in the Agreement) purchased or purported to be purchased by Venture pursuant to the Agreement.

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

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

| N/A | | | | |
|----------------------------------|---------|------|----------|--|
| Signed_ | R.B. Wo | Date | 15/11/05 | |
| On behalf of [sampany] [chargee] | | | | |
| N | | | | |

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 Assignation.)
- 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
- 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.
- The address of the Registrar of Companies is: Companies House
 Castle Terrace
 Edinburgh EH1 2EB

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(See Note 5)

† delete as appropriate

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number 265189

I hereby certify that a charge created by

VENTURE ENTERTAINMENT LIMITED

on 27 OCTOBER 2005

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of VENTURE FINANCE PLC

was delivered pursuant to section 410 of the Companies Act, 1985, on 16 NOVEMBER 2005 given at Companies House, Edinburgh 18 NOVEMBER 2005



