

M

Please do not
write in
this margin

CHA 116

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

*insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

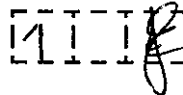
395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number



3425917

Name of company

* THE CREATIVE ASSEMBLY LIMITED

Date of creation of the charge

28 MAY 1998

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

MORTGAGE DEBENTURE

Amount secured by the mortgage or charge

ALL MONIES AND LIABILITIES WHICH MAY NOW BE OR HEREAFTER FROM TIME TO TIME BECOME OWING BY THE COMPANY TO THE NORTHERN ROCK PLC ("THE MORTGAGEE") ON ANY ACCOUNT WHATSOEVER (WHETHER PURSUANT TO THE MORTGAGEE'S COMMERCIAL MORTGAGE CONDITIONS 1997 ("THE CONDITIONS") OR OTHERWISE ACTUALLY OR CONTINGENTLY AS PRINCIPAL OR SURETY OR ALONE OR JOINTLY WITH ANOTHER INCLUDING ALL INTEREST AND COSTS TOGETHER WITH DAMAGES FOR BREACH OF ANY OF THE CONDITIONS.

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

NORTHERN ROCK PLC
NORTHERN ROCK HOUSE
GOSFORTH
NEWCASTLE UPON TYNE NE3 4PL

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

Richards Butler
Beaufort House
15 St Botolph Street
London
EC3A 7EE

For official use
Mortgage Section

Post room



KLO *KZN706Z6* 2845
COMPANIES HOUSE 12/06/98

Time critical reference
GMR/WZ/98

Short particulars of all the property mortgaged or charged

a) BY WAY OF LEGAL CHARGE ALL THAT LAND AND PREMISES BEING LAND AT WEALD HOUSE SOUTHWATER BUSINESS PARK SOUTHWATER HORSHAM WEST SUSSEX REGISTERED WITH FREEHOLD TITLE ABSOLUTE WSX81405
b) BY WAY OF ASSIGNMENT OF GOOD WILL OF THE BUSINESS, THE BENEFIT OF THE LICENSES AND THE BENEFITS RESPECTIVELY CARRIED OR ARISING IN RESPECT OF THE PROPERTY PROVIDED THAT THE SAME SHALL BE REASSIGNED ON PAYMENT OF THE SECURED AMOUNTS
c) BY WAY OF FLOATING CHARGE MORGAGOR'S UNDERTAKING AND ALL ITS PROPERTY ASSETS AND RIGHTS WHATSOEVER AND WHERESOEVER PRESENT AND FUTURE INCLUDING (WITHOUT PREJUDICE TO THE GENERALITY OF THE AFORESAID) THE PROPERTY IF SO FAR AS THE CHARGE SHALL NOT BE OR SHALL FOR ANY REASON BE INEFFECTIVE AS FIXED CHARGE.

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)

N/A

Signed



Date 12TH JUNE 1998

On behalf of [company] [mortgagee/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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03425917

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE DEBENTURE DATED THE 28th MAY 1998 AND CREATED BY THE CREATIVE ASSEMBLY LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NORTHERN ROCK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 12th JUNE 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 16th JUNE 1998.

A handwritten signature in dark ink, appearing to read 'J. M. Evans'.

J. M. EVANS

for the Registrar of Companies



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

LC
16/6
[Signature]