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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

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

Pursuant to section 395 of the Companies Act 1985

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

Name of company

Mouseloft Ltd

Date of creation of the charge

18 April 2005

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

Legal charge dated 18 April 2005 made between: Registered to an order of court dated 04 July 2005 (1) Mouseloft Ltd (company registration number 5404061)

For official use

Amount secured by the mortgage or charge

(2) The Co-operative Bank plc

All monies, obligations and liabilities which shall for the time being (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner to The Co-operative Bank plc ('the Bank') by Mouseloft Ltd ('the Company') whether actually or contingently, and whether solely or jointly with any other person, and whether as principal or surety, and whether or not the Bank shall have been an original party to the relevant transaction, including interest discount commission or other lawful charges and expenses which the Bank may, in the course of its business, charge in respect of any of the matters aforesaid or for keeping the Company's account(s) (and also including the costs, charges and expenses referred to in Clause 10 of the Legal Charge) and so that interest shall be computed and compounded according to the usual mode of the Bank as well after as before any demand or judgment or the insolvency of the Company.

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

Co-operative Bank plc PO Box 101, 1 Balloon Street, Manchester

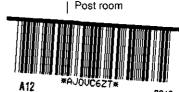
Postcode M60 4EP

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

Weightmans India Buildings Water Street Liverpool L2 0GA

> Time critical reference CSL GFR LACEY

For official Use Mortgage Section



COMPANIES HOUSE

A51 #A134H339# COMPANIES HOUSE 15/07/05 0372 10/05/05

035088 ~

5404061

Company number

Short particulars of all the property mortgaged or charged

(1) The Anglesey Sea and Surf Centre, Porthdafarch Road, Holyhead, Anglesey LL65 2LP registered at HM Land Registry under Title Number WA462866 (by way of legal charge)

- (2) A Floating Charge over all unfixed plant, machinery and other assets and equipment in or about the Property.
- (3) Assignment of (1) the goodwill of the businesscarried on at the Property (2) the benefit of the License or Certificate as defined in the Legal Charge and (3) the right to recover and receive any compensation payable in respect of the License or Certificate.

The Legal Charge prohibits the creation of any other mortgage charge on the Property or the other charged assets without the the mortgagees prior consent in writing.

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Particulars as to commission allowance or discount (note 3)

Signed

Date f. .

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

t delete as appropriate

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 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 Cheques and Postal Orders are to be made payable to Companies House.
- 6 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF14 3UZ

In the LIVERPOOL County Court

In Bankruptcy

Before District Judge: HENTHORN

On 04 JULY 2005

Re: MOUSELOFT LIMITED



Case No: 1014 of 2005

In the Matter of The Insolvency Act 1986

IT IS ORDERED THAT

The time for registration of charge extended to 25 July 2005.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 05404061

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 18th APRIL 2005 AND CREATED BY MOUSELOFT LTD FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CO-OPERATIVE BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 15th JULY 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20th JULY 2005.





