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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

* **Talkback Productions Limited ('the Chargor')**

Date of creation of the charge

17th January 2002

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

Charge and Deed of Assignment ('the Charge')

Amount secured by the mortgage or charge

An amount equal to certain sums ('the Advance') to pay for certain production costs in the production of a series of television programmes provisionally entitled "They Think It's All Over - Series M" ('the Programme') and all other sums due, payable, owing or outstanding to the British Broadcasting Corporation ('the Chargee') pursuant to an agreement ('the Programme Production Agreement') with the Chargee dated 28th March 2000 and an agreement supplemental to the Programme Production Agreement dated 21st December 2001 and the Charge including, without limitation, fees, expenses and interest upon demand at any time after the so-called Delivery Date (together with the Advance, 'the Secured Sums').

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

British Broadcasting Corporation of Broadcasting House, London

Postcode **W1A 1AA**

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

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

BHS/01-51845

Time critical reference

For official Use
Mortgage Section

Post room



LD3
COMPANIES HOUSE

0383
25/01/02

CHFP025

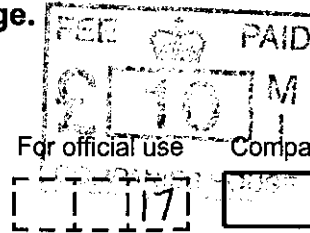
Please do not write in this margin

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

*insert full name of Company

HSR
£10
128155

395



Company number

1801230

Short particulars of all the property mortgaged or charged

- 1 The Chargor assigns to the Chargee by way of security the copyright in the Programme, all rights of the Chargor in and to any intellectual property on which the Programme is based or which are incorporated into the Programme (including without limitation the screenplay and any other underlying literary material) and the benefit of any and all agreements relating to the Programme now or hereafter entered into by the Chargor (including without limitation any agreements to be entered into by the Chargor pursuant to a sale and leaseback transaction relating to the Programme) and the proceeds of all of the foregoing (collectively 'the Assigned Property').
- 2 The Chargor charges in favour of the Chargee by way of first fixed charge throughout the universe the whole of the Chargor's property, assets, rights and interests (whether now owned or hereafter acquired) in and to -

[continued]

Particulars as to commission allowance or discount (note 3)

None

Signed

Richards Butler

Date 25th January 2002

On behalf of ~~[company]~~ [mortgagee/chargee] †

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.
- 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

Please do not write in this margin

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

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

CHFP025

Particulars of a mortgage or charge (continued)

Please do not
write in this
binding margin

Continuation sheet No 1
to Form No 395 and 410 (Scot)

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

Company Number

1801230

Name of Company

Talkback Productions Limited ('the Chargor')

Limited*

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Amount due or owing on the mortgage or charge (continued)

Please do not
write in this
binding margin

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

Please do not
write in this
binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

- (a) all copies made or to be made of the Programme and all copies made or to be made of the scripts and musical scores thereof and any sketches and designs therefor together with all physical negative, internegative, interpositive and positive sound and visual material made or to be made incorporating or reproducing the Programme or any part thereof; and
- (b) all sums relating to or derived from the Programme and from time to time standing to the credit of the Chargor in any bank account (including without limitation the production accounts) and the debt or debts thereby represented; and
- (c) all other rights and properties, including but not limited to physical properties acquired or to be acquired by the Chargor in connection with the Programme including all of the Chargor's rights interests and benefits under any agreements for the provision of any goods, services, facilities or finance for the Programme and the benefit of any insurance policy taken out (whether or not by the Chargor) for or in connection with the production or exploitation of the Programme and the proceeds thereof; and
- (d) the proceeds of any or all of the foregoing.

3 The property charged as set out in paragraph 2 is collectively referred to as '**the Charged Property**'.

NB The Chargor represents, warrants and undertakes that it has not sold, assigned or in any way encumbered any of the Chargor's rights, title and interest in and to the Assigned Property and the Charged Property and that the Chargor will not hereafter sell, assign or in any way encumber any of such right, title or interest without the prior written consent of the Chargee.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01801230

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE AND DEED OF ASSIGNMENT DATED THE 17th JANUARY 2002 AND CREATED BY TALKBACK PRODUCTIONS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BRITISH BROADCASTING CORPORATION 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 ON THE 25th JANUARY 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29th JANUARY 2002.

So



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —