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COMPANIES FORM No. 395

002241/10

Particulars of a mortgage or charge

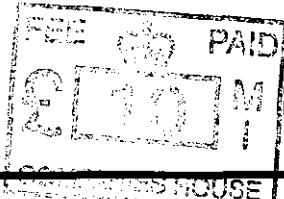
395

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

CHFP025

Pursuant to section 395 of the Companies Act 1985

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



For official use

Company number

01801230

Name of company

* Talkback Productions Limited ("the Chargor")

Date of creation of the charge

29th January 2003

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

Charge over cash deposit and account ("the Charge") between Barclays Bank plc ("the Chargee") and the Chargor.

Amount secured by the mortgage or charge

All monies, obligations and liabilities whatsoever whether for principal, interest or otherwise in whatever currency which may now, or at any time in the future, be due, owing or incurred by the partners for the time being of the Lodestone Film Partners ("the Borrowers") to the Chargee under, or in connection with, the facility letters entered into by the Chargee and the Borrowers whereby the Chargee agreed to grant loan facilities to the Borrowers or by the Chargor to the Borrowers under a film lease entered into between the Borrowers and the Chargor dated 29th January 2003 relating to the television series of 6 x 30 minute episodes entitled "Monkey Dust" ("the Film Lease") ("the Secured Sums").

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

Barclays Bank plc
54 Lombard Street
London

Postcode EC3P 3AH

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

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

BHS/ZEC/1000756

Time critical reference

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

By way of first fixed charge with full title guarantee the monies credited, from time to time, to a specified account maintained by the Chargor with the Chargee and all rights of the Chargor in relation thereto or such other account or accounts as the Chargee and the Chargor shall mutually agree together with all entitlements to interest, the right to repayment and other rights and benefits accruing thereto or arising in connection therewith ("the Deposit") and the debts represented by the Chargor until the Secured Sums have been unconditionally and irrevocably repaid in full.

NB The Chargor shall not assign, transfer or otherwise dispose of the Deposit nor create or permit to subsist any mortgage, charge, pledge, lien, assignment, hypothecation, security interest, title retention, preferential right or trust arrangement or other security arrangement or agreement or any right (including any "holding back" or flawed asset arrangement) conferring a priority of payment ("Security Interest") thereon, except for the Security Interest created by the 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)

None

Signed

Richard Butler

Date 5th February 2003

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

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

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

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 OVER CASH DEPOSITS DATED THE 29th JANUARY 2003 AND CREATED BY TALKBACK PRODUCTIONS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE PARTNERS FOR THE TIME BEING OF THE LODERSTONE FILM PARTNERS TO BARCLAYS BANK PLC 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 12th FEBRUARY 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17th FEBRUARY 2003.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —