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COMPANIES FORM No. 395

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.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

25

01801230

Name of company

* TALKBACK PRODUCTIONS LIMITED (the "Chargor")

Date of creation of the charge

20th February 2003

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

Charge over Cash Deposit and Account (the "Deed")

Amount secured by the mortgage or charge

All monies, obligations and liabilities whatsoever whether for principal, interest or otherwise in whatever currency which were then, or at any time in the future, may be due, owing or incurred by the Borrowers to the Bank under or in connection with the Loan Agreements or by the Lessee to the Lessor under the Film Lease (the "Secured Sums").

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

Clydesdale Bank PLC (the "Bank")
Corporate Banking
10 Fleet Place
London

Postcode EC4M 7RB

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

CMS Cameron McKenna
Mitre House
16 Aldersgate Street
London
EC1A 4DD

ACD/0N1010 86/20567050

Time critical reference

For official Use
Mortgage Section

Post room



LD7
COMPANIES HOUSE

0037
05/03/03

CHFP025

Please do not write in this margin

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

*insert full name of Company

Please return via

CH London Counter

Short particulars of all the property mortgaged or charged

SEE RIDER 1 ATTACHED

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)

NIL

Signed MS Gwennor McKenna

Date 3rd March 2003

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

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

Form M395

Company: TALKBACK PRODUCTIONS LIMITED
Company No: 1801230

RIDER 1

Short Particulars of all the property mortgaged or charged

The Chargor with full title guarantee and as a continuing security for the payment and discharge by the Borrowers and the Lessee (as the case may be) of the Secured Sums charged in favour of the Bank by way of first fixed charge the Deposit and the debts represented by the Deposit.

Notes:

1. Definitions:

In this form M395 the following expressions shall have the following meanings:

"Account Bank" means the bank with which the Chargor maintains the Security Account which unless the Bank otherwise agrees in writing shall be the Bank or any institution within the same group of companies as the Bank;

"Bank" means Clydesdale Bank PLC in its capacity as (i) lender pursuant to the Loan Agreements (ii) assignee of the benefit of the Film Lease and the person to whom the obligations of the Lessee under the Film Lease are owed and (iii) the chargee under the Deed;

"Borrowers" means the partners for the time being of the Lessor each of whom has entered into a Loan Agreement with the Bank;

"Deposit" means the monies credited, from time to time, to the Security Account together with all entitlements to interest, the right to repayment and other rights and benefits accruing thereto or arising in connection therewith;

"Due Dates" means, in relation to the Secured Sums, each date on which any payment in respect thereof becomes due (whether on scheduled maturity, by acceleration or otherwise);

"Film" means the television series provisionally entitled "Knowing Me, Knowing You Series 3 aka I'm Still Alan Partridge" conforming to the specification more particularly set out in Schedule 3 of the Sale Agreement relating thereto;

"Film Lease" means the film lease entered into between the Lessor and the Lessee dated 7th February 2003 in relation to the Film;

"Lessee" means the Chargor acting in its capacity as lessee under the Film Lease;

"Lessor" means Milan Film Partners acting in its capacity as lessor under the Film Lease and shall for the avoidance of doubt include the Bank as assignee of the benefit of the Film Lease and the person entitled to the benefit of the payment obligations of the Lessee thereunder;

"Loan Agreements" means the loan agreements entered into by the Bank and the Borrowers whereby the Bank agreed to grant loan facilities to the Borrowers in relation to the Film;

"Security Account" means account number 20-360131, Sort Code 82-04-03, maintained by the Chargor with the Account Bank and all rights of the Chargor in relation thereto;

"Security Interest" means 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 "hold back" or flawed asset arrangement) conferring a priority of payment.

2. Negative Pledge:

The Chargor agreed in the Deed that it shall not assign, transfer or otherwise dispose of the Deposit nor create or permit to subsist any Security Interest thereon, except for the Security Interest created by the Deed.

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 DEPOSIT AND ACCOUNT DATED THE 20th FEBRUARY 2003 AND CREATED BY TALKBACK PRODUCTIONS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE BORROWERS TO CLYDESDALE BANK PUBLIC LIMITED COMPANY 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 5th MARCH 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10th MARCH 2003.

C-C



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —