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COMPANIES FORM NO.395

00400045



Particulars of a Mortgage or charge

Please do not
write in this
margin

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company Number

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

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01801230

* insert full name
of company

Name of company

Talkback Productions Limited

Date of creation of the charge

14th March 2002

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

Pledge Agreement

Amount secured by the mortgage or charge

As per Appendix A

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

ABN AMRO Bank N.V.
Gustav Mahleraan 10,
Amsterdam 1000 EA,
The Netherlands

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

Gail Lawrence
ABN AMRO Bank N.V.,
250 Bishopsgate,
London, EC2M 4AA

Time critical reference

For official use
Mortgage Section Post room



A02
COMPANIES HOUSE

AD2BJ991

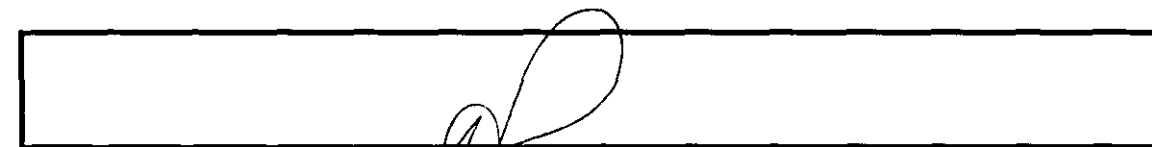
0891
20/03/02

As per Appendix B

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 (note3)



Signed *Martin Taplin* *[Signature]* Date : 18th March 2002

On behalf of 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 a 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 whether 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, e.g. "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.

Appendix A

Amount secured by the charge

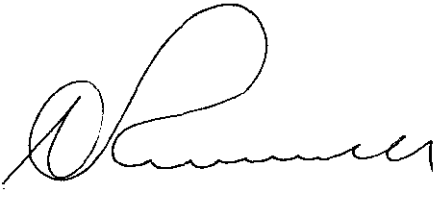
Any and all moneys, liabilities and obligations (whether actual or contingent, whether now existing or hereafter arising, whether or not for the payment of moneys and including, without limitation, any obligation or liability to pay damages) which are now or which may at any time and from time to time hereafter be due, owing, payable or incurred or be expressed to be due, owing, payable or incurred from or by the Pledgor to the Pledgee upon the Pledgee having paid any payment obligation to the Beneficiaries pursuant to the terms of guarantees entered into by the Pledgee or, as the case may be, under any of the Pledge Agreement and the Deposit Agreement; and

All terms defined herein shall have the meanings attributed thereto in the Pledge Agreement.

Appendix B

Particulars of property charged

The sum of GBP 3,027,458.66 (three million twenty seven thousand four hundred and fifty eight pounds and sixty six pence) deposited by the Pledgor in the Pledgor's account (account number 56.54.85.989) (the "Account") at the Pledgee's offices at Gustav Mahleraan10, Amsterdam 1000EA, The Netherlands, in respect of the Lease Agreement relating to "Smack the Pony Series 3 and Big Train Series B" and all present and future right, title and interest of the Pledgor in and to any future payments from time to time deposited in, credited to or standing to the credit of the Account and any and all earnings and interest thereon and any proceeds thereof.



M. J. T. Taptin

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 PLEDGE AGREEMENT DATED THE 14th MARCH 2002 AND CREATED BY TALKBACK PRODUCTIONS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ABN AMRO BANK N.V. 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 20th MARCH 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd MARCH 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

A handwritten signature in ink, located in the bottom left corner of the document.