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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

395

A fee of £13 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

[210]

01909622

Name of company

* Hat Trick Productions Limited (the "Chargor")

Date of creation of the charge

5th April 2007

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

A charge over cash deposit and account in relation to the television series
entitled Small Potatoes - Series II (the "Film") between the Chargor and
the Bank (the "Charge")

Amount secured by the mortgage or charge

The payment and discharge by partners for the time being of Grosvenor Park 2000
Partnership (the "Partnership") (together the "Borrowers") and the Chargor (as the
case may be) of the Secured Sums on each date on which any payment in respect
thereof becomes due (whether on scheduled maturity, by acceleration or otherwise)

"Secured Sums" means the aggregate of (a) all monies, obligations and liabilities
whatsoever whether for principal, interest or otherwise in whatever currency which
then were or at any time thereafter may become due owing or incurred

(i) by the Borrowers to the Bank, under or in connection with each of their loan
agreements with the Bank whereby the Bank agreed to grant loan facilities to them
in relation to the Film, or

(ii) by the Chargor to the Partnership under the film lease entered into between
the Chargor and the Partnership in relation to the Film, and

(b) an amount equal to two thirds of the present value as at the date of the Charge
of 12 5 basis points on the Deposit (as defined below) (prior to payment of the
Cash Call Fee and the Rebate (as defined in the Charge)) (the "Cash Call Fee")

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

Clydesdale Bank plc with address for the purpose of the Charge at c/o
National Australia Bank Limited, 88 Wood Street, London (the "Bank")

Postcode EC2V 7QQ

Presentor's name address and
reference (if any)

CMS Cameron McKenna LLP

Mitre House

160 Aldersgate Street

London

EC1A 4DD

ACD/0N1010 00121/22079844 01

Time critical reference

For official Use (06/2005)

Mortgage Section

Post room

FRIDAY



LD3

L8W6AOVO

20/04/2007

COMPANIES HOUSE

96

Please return via
CH London Counter

Short particulars of all the property mortgaged or charged

With full title guarantee by way of first fixed charge all monies from time to time standing to the credit of account number 50218910, sort code 82-04-03 maintained by the Chargor with the Account Bank and all rights of the Chargor in relation thereto together with all entitlements to interest, the right to repayment and other rights and benefits accruing thereto or arising in connection therewith including all deposits arising therefrom with the Account Bank's Treasury Division from time to time in the name of the Account Bank re the Chargor (in whatever currency denominated) (the "**Deposit**"), and the debts represented by the Deposit

The Charge contains the following negative pledge

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 "**hold back**" or flawed asset arrangement) conferring a priority of payment (a "**Security Interest**") except for the Security Interest created by the Charge

"**Account Bank**" means the bank with which the Chargor maintains the account referred to above

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 CMS Cameron Mckenna LLP Date 19th April 2007

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

A fee 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge Cheques and Postal Orders must 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 01909622

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OVER CASH DEPOSIT AND ACCOUNT DATED THE 5th APRIL 2007 AND CREATED BY HAT TRICK PRODUCTIONS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE BORROWERS TO CLYDESDALE BANK PLC OR THE COMPANY TO THE PARTNERSHIP ON ANY ACCOUNT WHATSOEVER 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 APRIL 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27th APRIL 2007

Handwritten signature



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —