



CHFP041

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in black type or
bold block
lettering

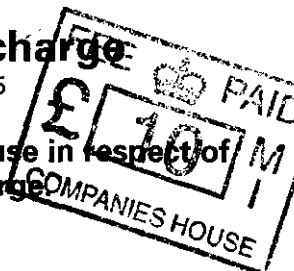
* Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

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

**395**

To the Registrar of Companies

(Address overleaf - Note 6)

For official use Company number



02280184

Name of company

* OPTOMEN TELEVISION LIMITED

Date of creation of the charge

1ST APRIL 2001

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

RENT DEPOSIT DEED

Amount secured by the mortgage or charge

The payment and discharge of the Tenant's obligations from time to time
existing under the terms of a Lease dated 1st December 1997

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

PARTICK GROUP LIMITED whose registered office is at PO BOX 3186 MAIN STREET ROAD
TOWN TORTOLA BRITISH VIRGIN ISLANDS and DEALFIRST LIMITED whose registered office is
at 65 NEW CAVENDISH STREET LONDON W1M 6AH

Postcode

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

BRECHER ABRAM
BROADBENT HOUSE
64/65 GROSVENOR STREET
W1X 9DB
DX 44624 MAYFAIR

Time critical reference

VZB/D1-74

For official use

Mortgage section

Post room



Com 395-1/2

Short particulars of all the property mortgaged or charged

The deposited sum as defined in Clause 1.5 of the Rent Deposit Deed dated 1st April 2001 meaning the sum of £30,000 plus Value Added Tax thereon paid by the Tenant to the Landlord thereunder and placed by the Landlord's managing agents in a specifically designated deposit account in the name of the Landlord together with any other sums paid into the account by the Tenant pursuant to the terms of the said Deed of Deposit and any interest credited to the said account which has not been released to the Tenant pursuant to the terms thereof

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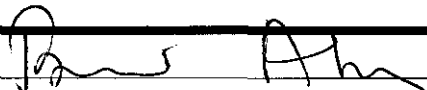
Please complete legibly, preferably in black type or bold block lettering

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Particulars as to commission allowance or discount (note 3)

N/A

Signed



Date

17. 4. 2001

On behalf of [company] ~~[mortgage/charge]~~*

*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 CF4 3UZ.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02280184

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A RENT DEPOSIT DEED DATED THE 1st APRIL 2001 AND CREATED BY OPTOMEN TELEVISION LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO PARTICK GROUP LIMITED and DEALFIRST LIMITED UNDER THE TERMS OF A LEASE DATED 1st DECEMBER 1997 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 19th APRIL 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23rd APRIL 2001.

DX
Paw



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —