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COMPANIES FORM No. 395

395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

		4
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2534147

Name of company

*Insert full name
of company

* Red Rooster Television Limited

Date of creation of the charge

27 October 1998

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

Charge

Amount secured by the mortgage or charge

6
All monies due or owing to Barclays Bank PLC (the "Bank") by the Company pursuant to the facility letter dated 27 October 1998 between the Bank and the Company (the "Facility Letter").

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

Barclays Bank PLC ✓

27 Soho Square

London

Postcode W1A 4WA

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

Davenport Lyons
1 Old Burlington Street
London W1X 2NL
DX 37233 Piccadilly 1
GG 10081.82

For official use

Mortgage section

Post room



Short particulars of all the property mortgaged or charged

The Company's right, title and interest in and to:-

- (a) a television series provisionally entitled "Trust" (the "Programme") as both presently existing and to be acquired by the Company;
- (b) the Rights (subject to and with the benefit of the ITV Contract and the Chrysalis Distribution Agreement);
- (c) the Chrysalis Distribution Agreement and all of the Company's right, title, benefit and interest to and in the same, including, without limitation any and all sums payable to or on account of the Borrower by Chrysalis pursuant to the Chrysalis Distribution Agreement;
- (d) the ITV Contract and all of the Company's right, title, benefit and interest to and in the same including without limitation any and all sums of money payable to or on account of the Company pursuant to the ITV Contract;
- (e) the proceeds of all policies of insurance now or in the future taken out by the Company in respect of the Programme and/or the Rights;
- (f) all sums from time to time standing to the credit of the Company in the Account.

Unless defined herein all capitalised terms are as defined in the Charge.

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bold block
lettering

Particulars as to commission allowance or discount (note 3)

Signed

Davenport Lyons

Date 6 November 1998

On behalf of ~~company~~ {mortgagee/chargee}*

*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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02534147

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE DATED THE 27th OCTOBER 1998 AND CREATED BY RED ROOSTER TELEVISION LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC PURSUANT TO THE FACILITY LETTER DATED 27th OCTOBER 1998 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 7th NOVEMBER 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th NOVEMBER 1998.

Jennifer V Murphy
JENNIFER V MURPHY

for the Registrar of Companies



C O M P A N I E S H O U S E

11.11.98
DX